

ULTIMATE SPIDER-MAN®

ISSUE
62

CARNAGE: PART 3



**BENDIS
BAGLEY
HANNA**



3/10/11
ISANOV

The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

ULTIMATE SPIDER-MAN

"CARNAGE"

PREVIOUSLY



Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as VENOM.

Ten years ago, Peter and Eddie's fathers accidentally invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Conners, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidentally turned himself into a lizard creature. Spider-Man saved Conners and in return, Conners offered Peter Parker his trust and friendship.

After being hurt in battle, Peter Parker comes to Conners for medical help. Conners is left with Parker's miracle Spider-Man blood sample.

Conners contacts Peter and they meet. He asks Peter for permission to experiment on his blood sample in the interests of science. The result of that experimentation is now coming to light...

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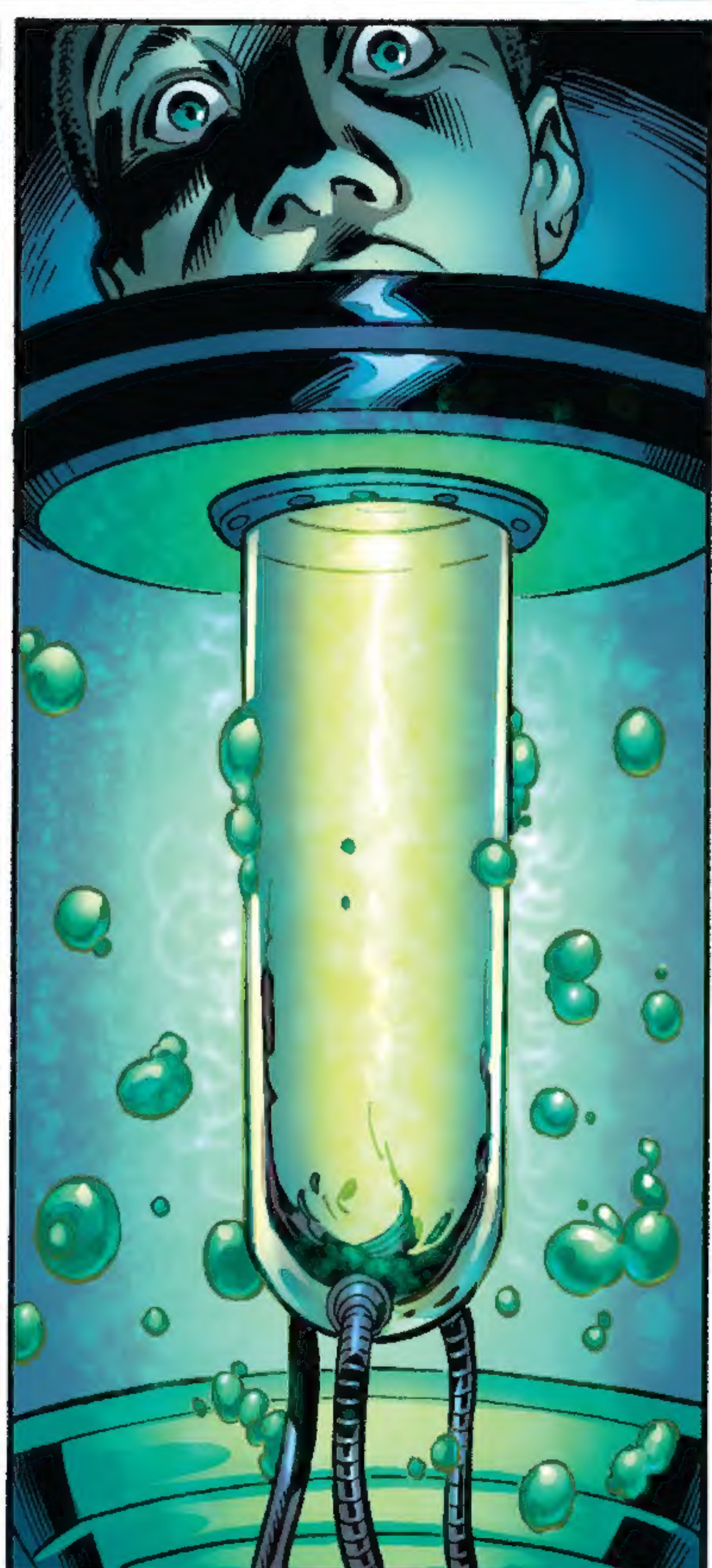
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Doctor Conners? It's Ben Reilly.

Did you take "Little Ben"?



Because it's *gone*!!

No!

No. The thing- the incubator tank is open and it's- oh man.

We've been *robbed*!

Nononono... no, I'm not joking. What kind of a joke would--?



How could they get past all the locks and- what?

Industrial espionage? This is- this is scientific espionage.

No! I didn't tell anyone.



No one I know would even know what I was talking--

AAAAIEEE!!

Oh my God...



Oh my God!! Oh my Gooooodd!!

What is that?

Good Lord!!



We shouldn't be here!

Somebody call the cops!

MAAGG GGGGG!!

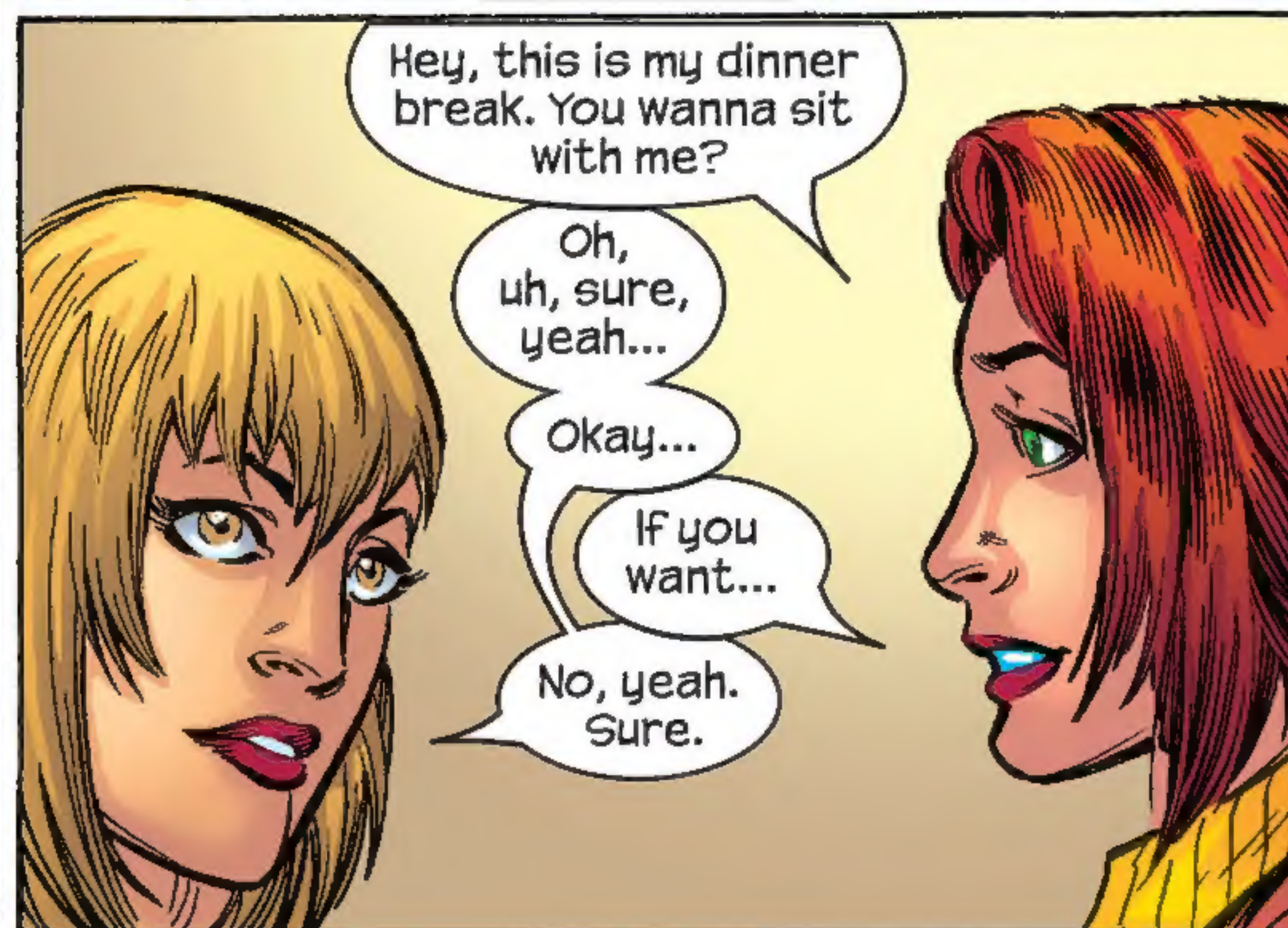
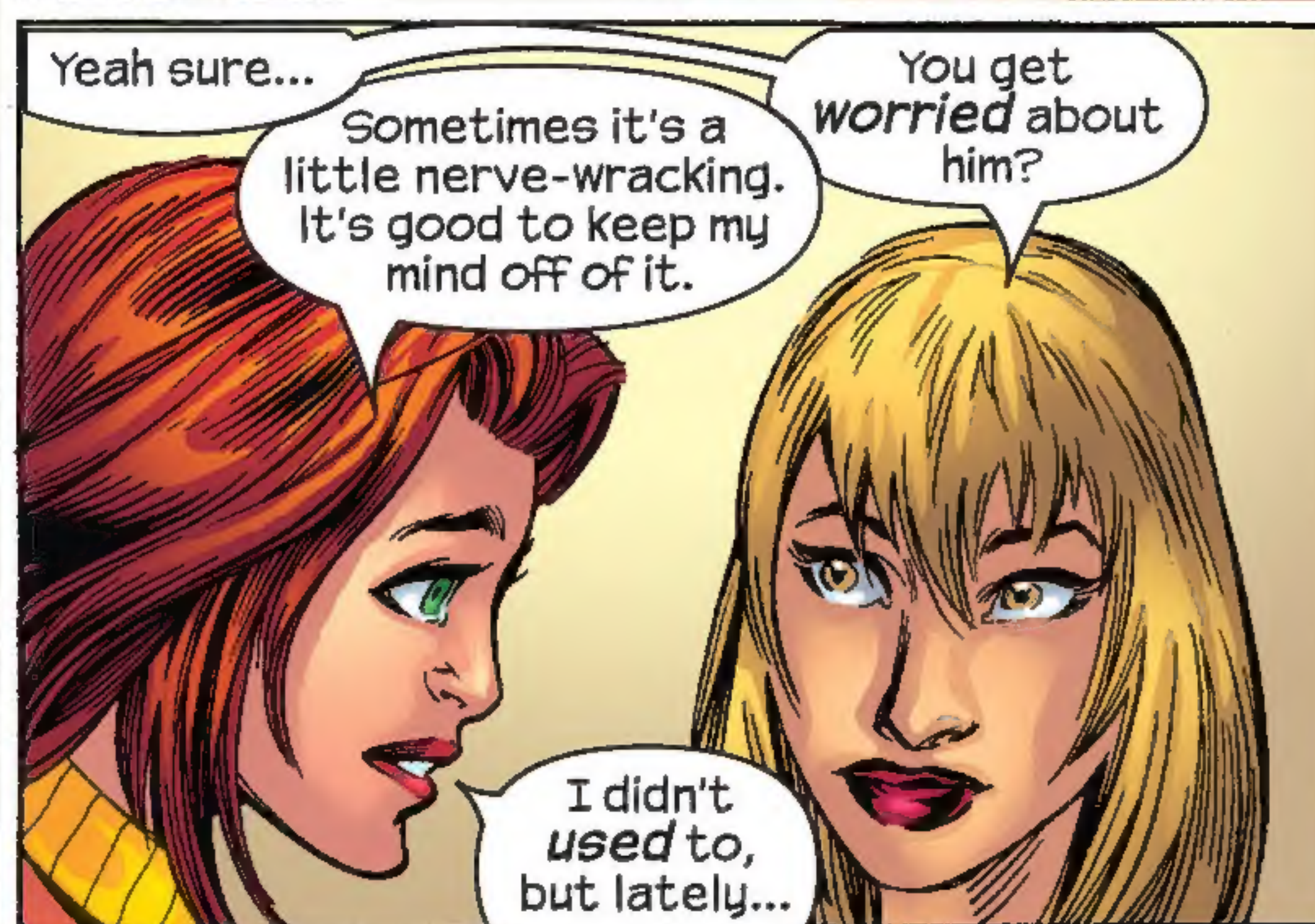
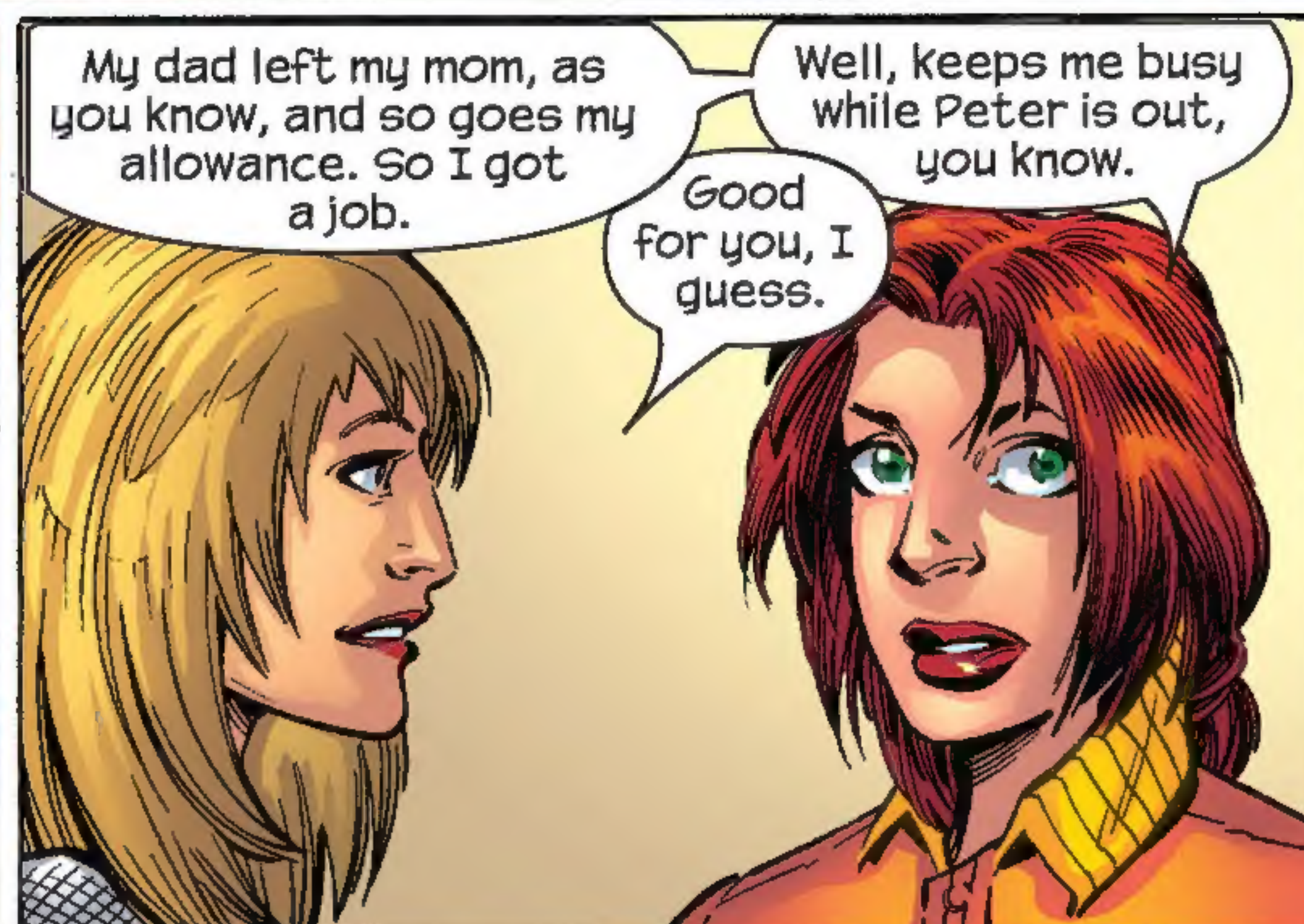
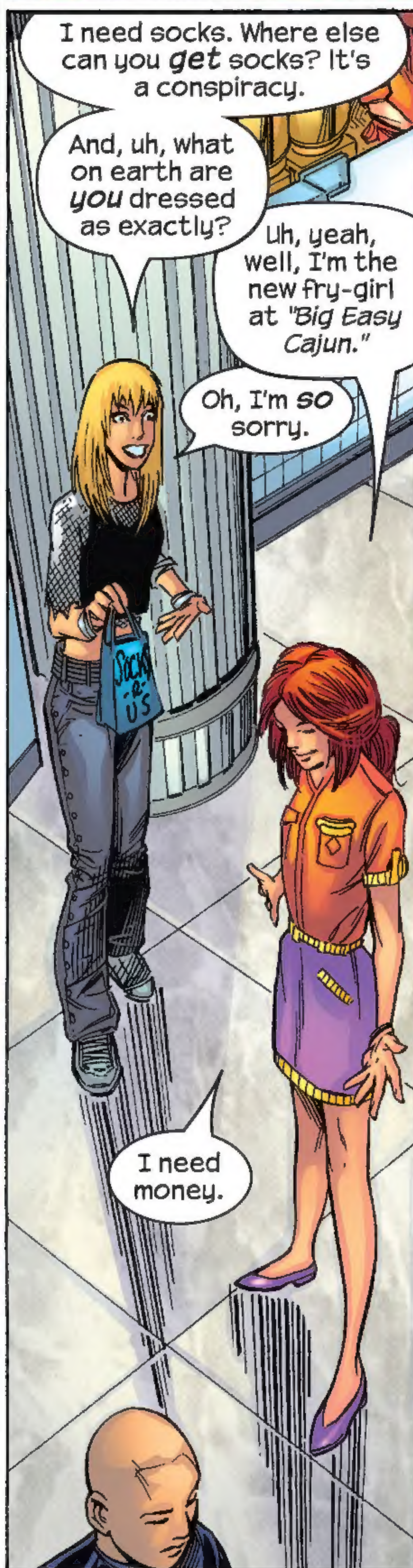
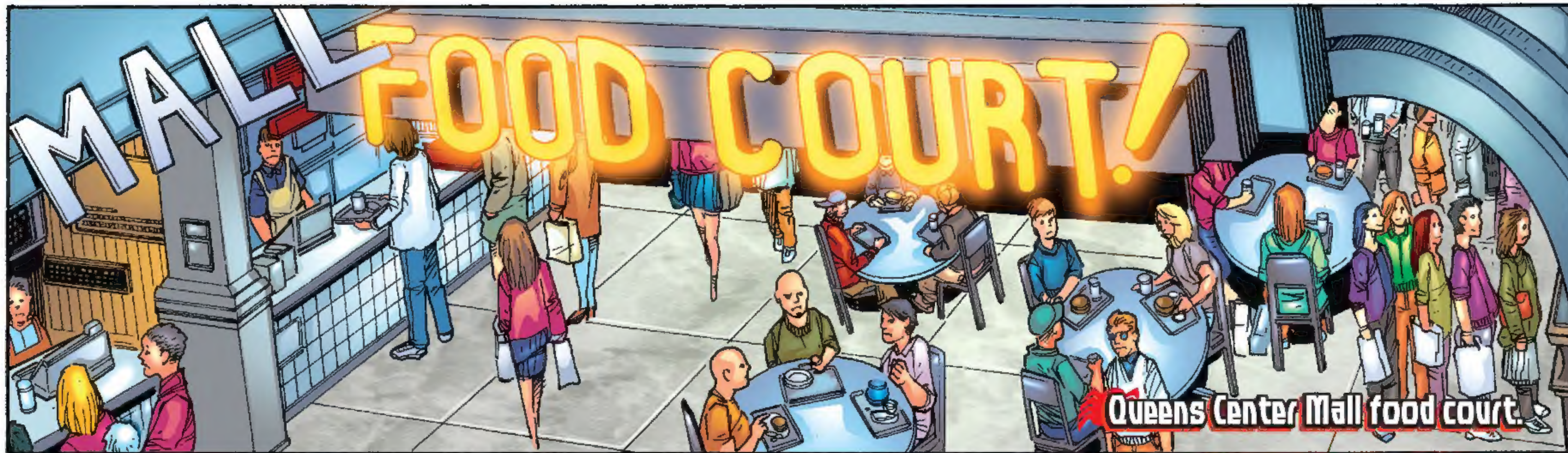


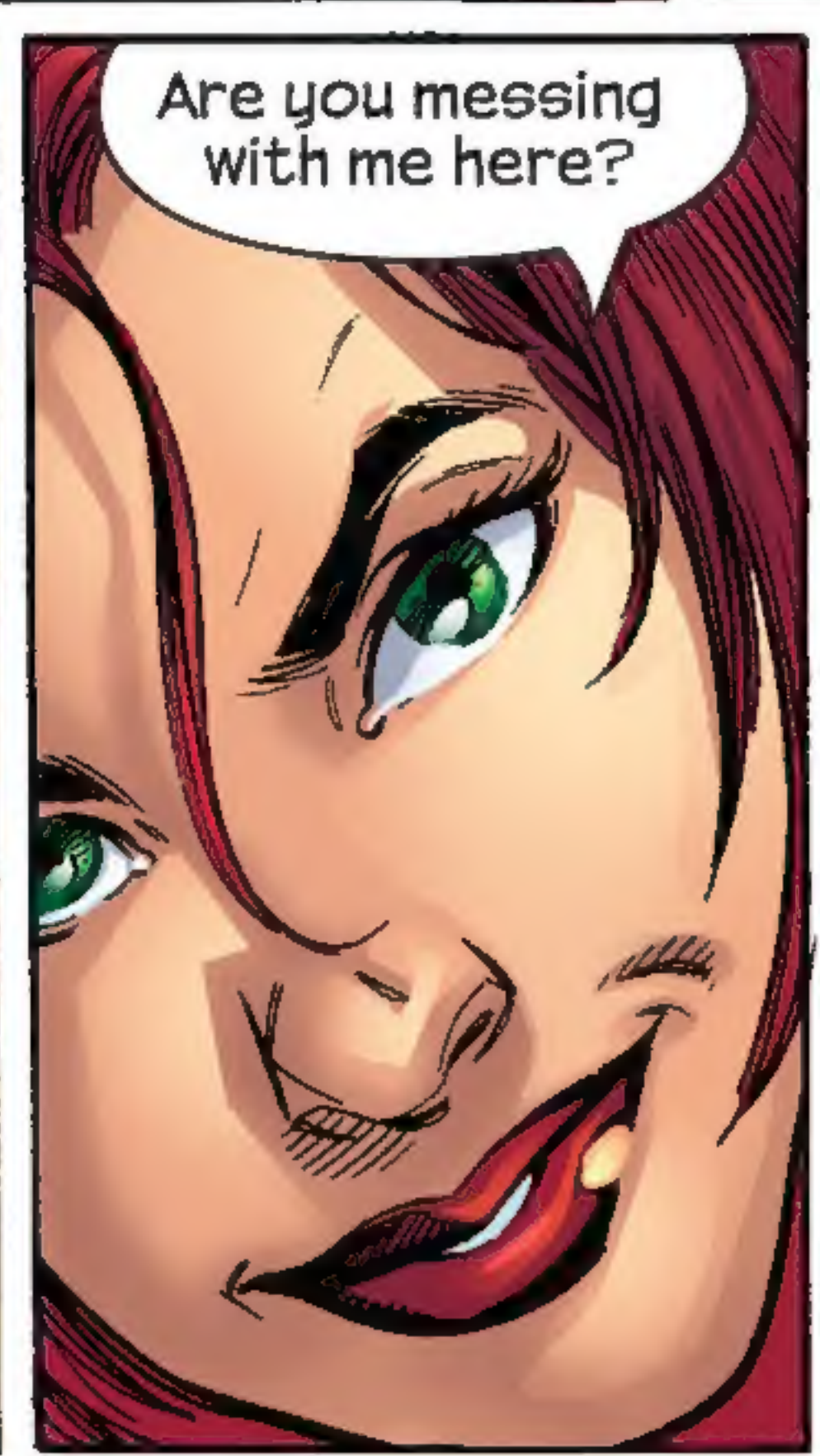
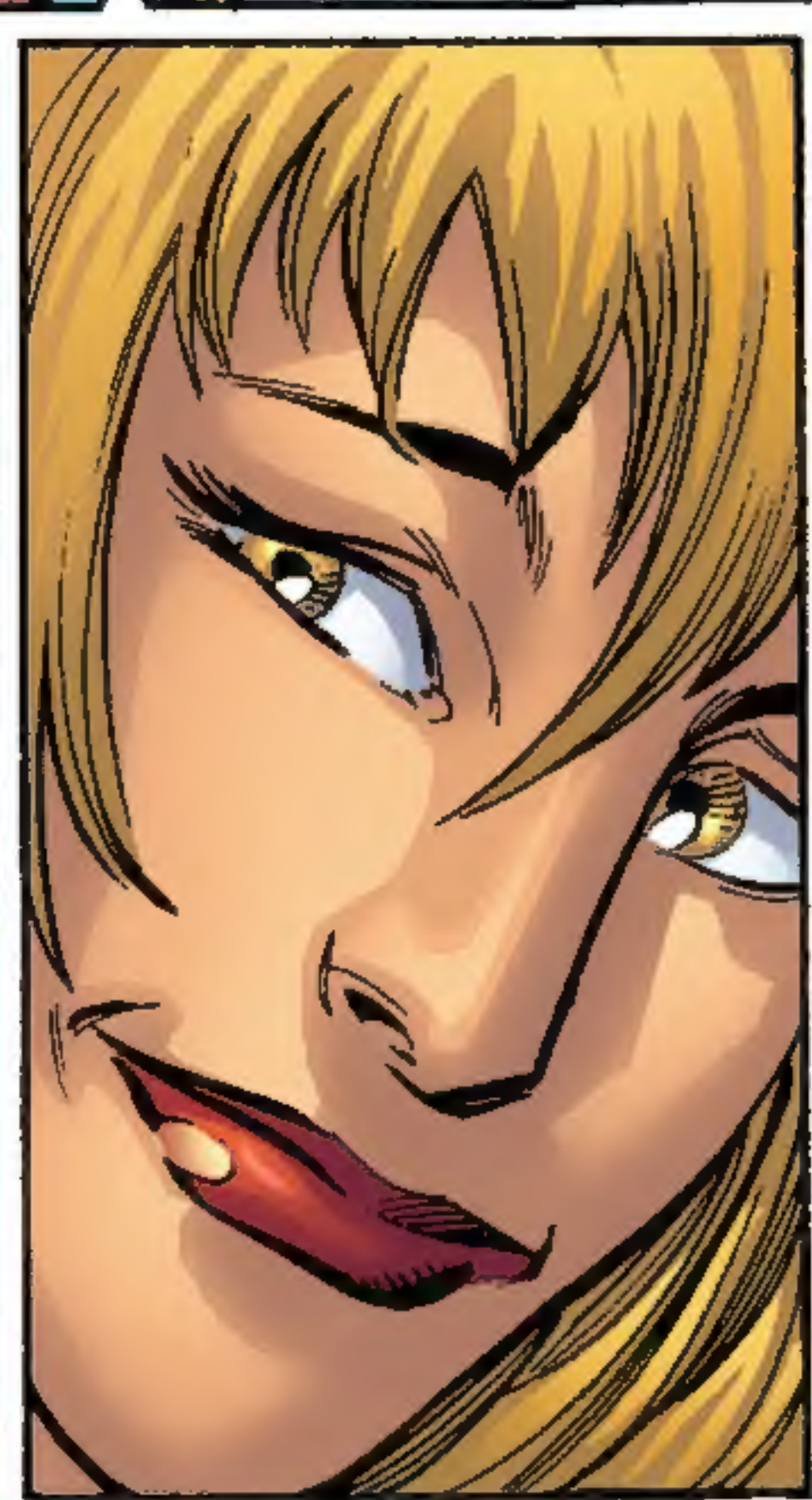
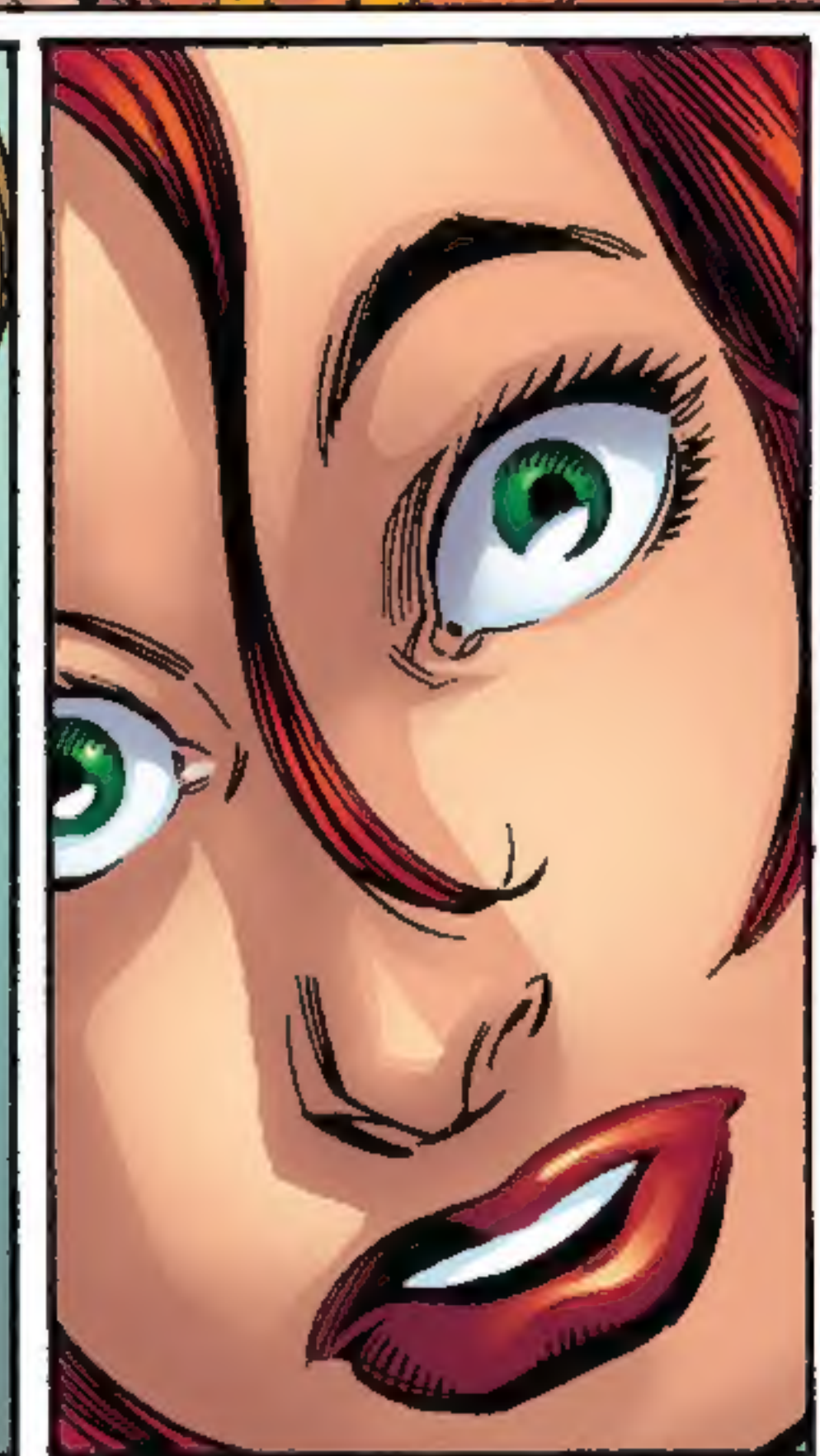
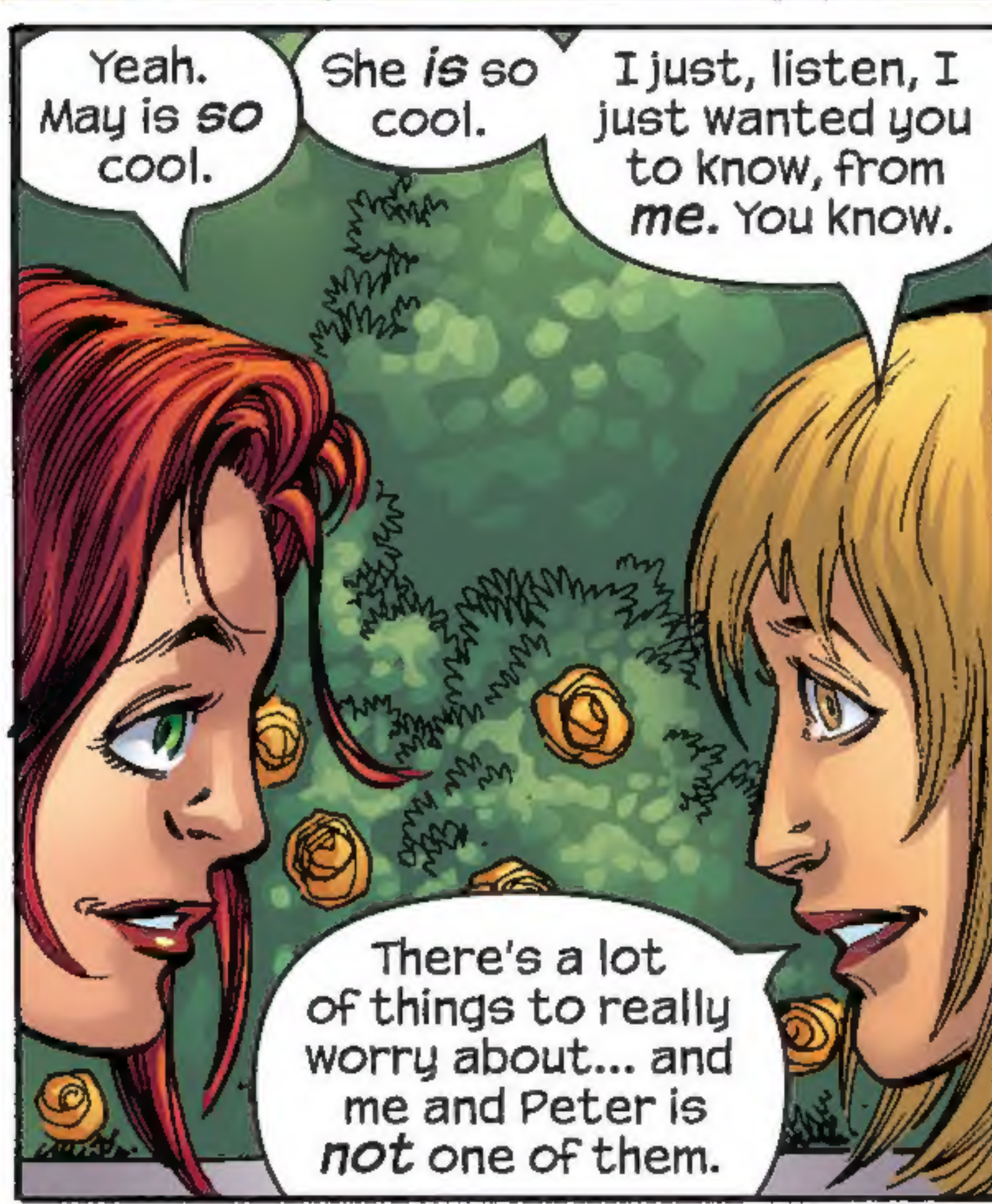
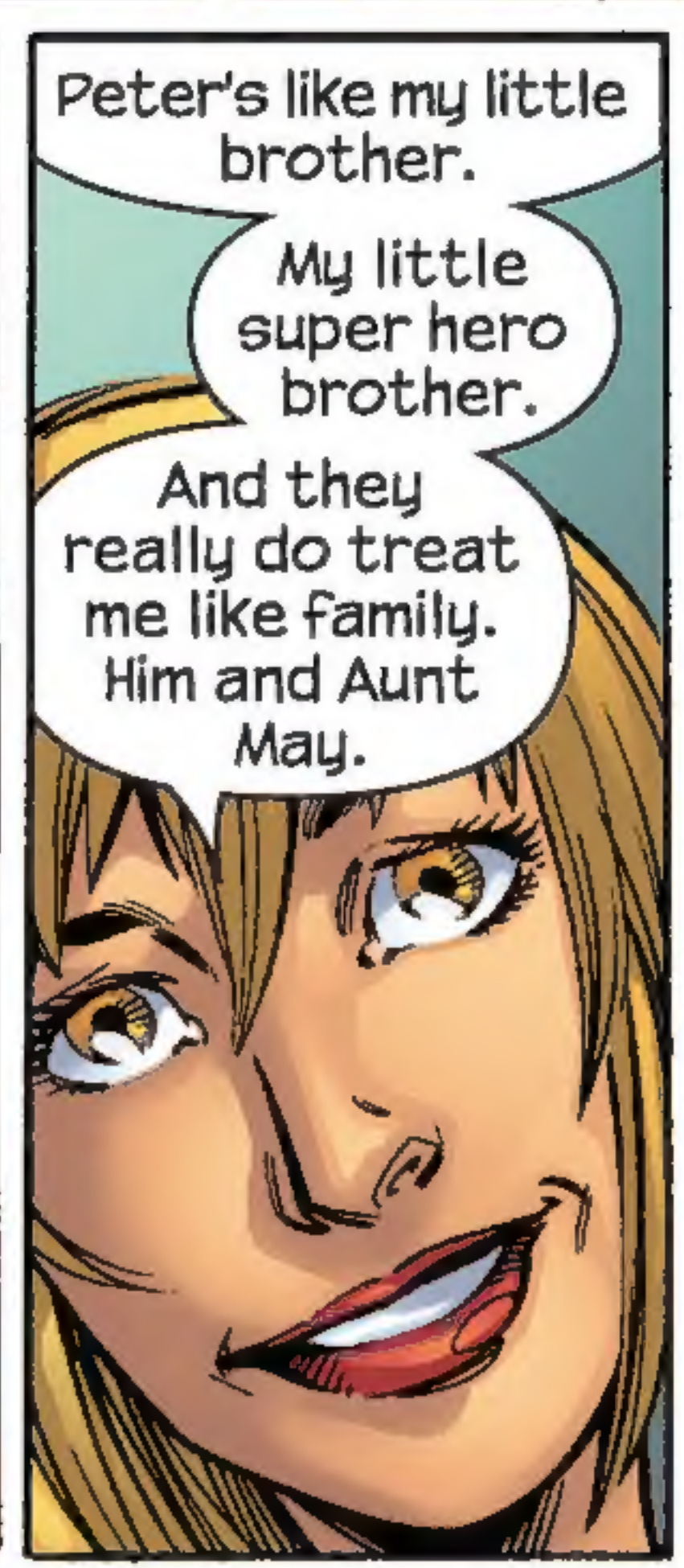
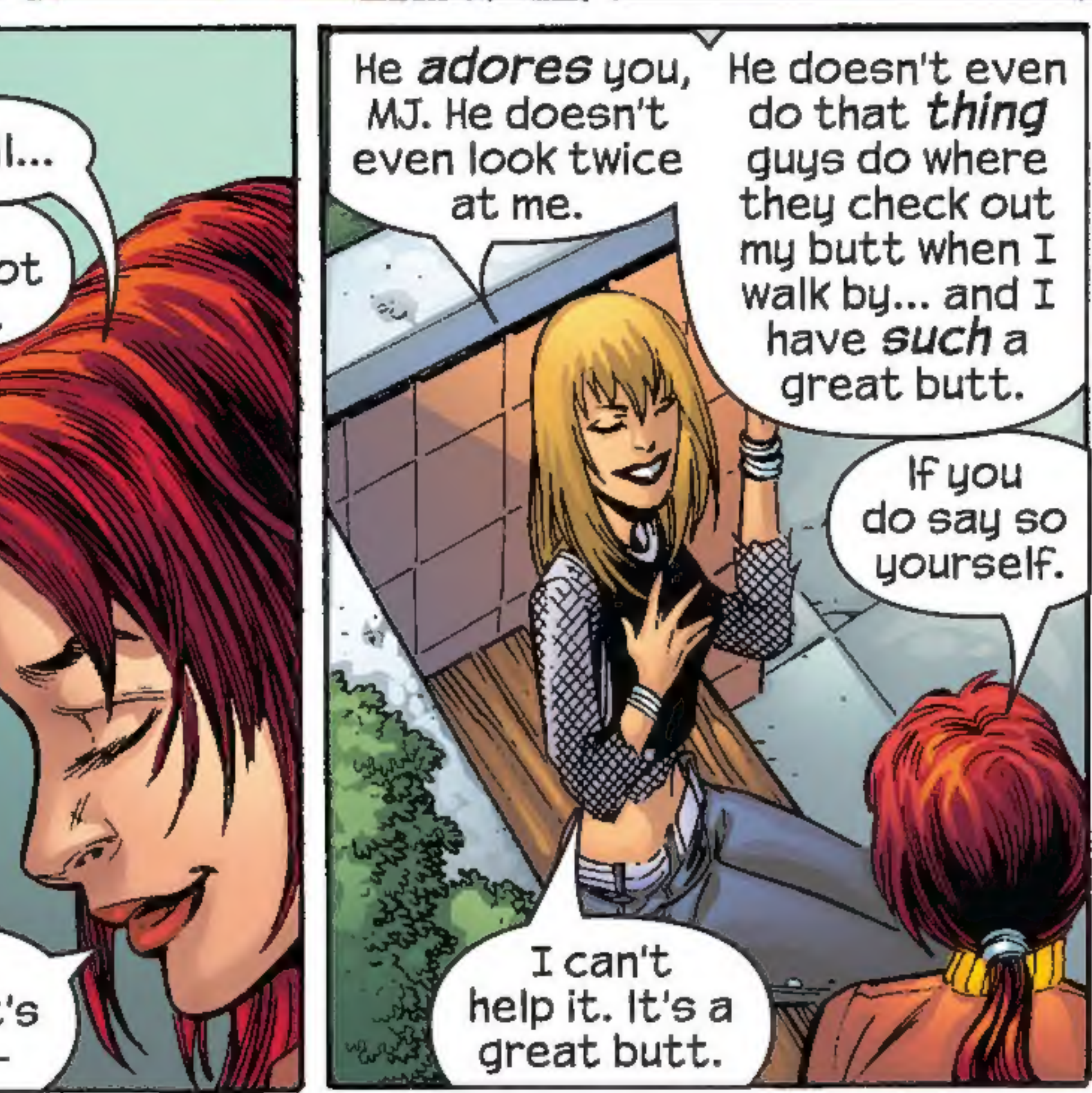
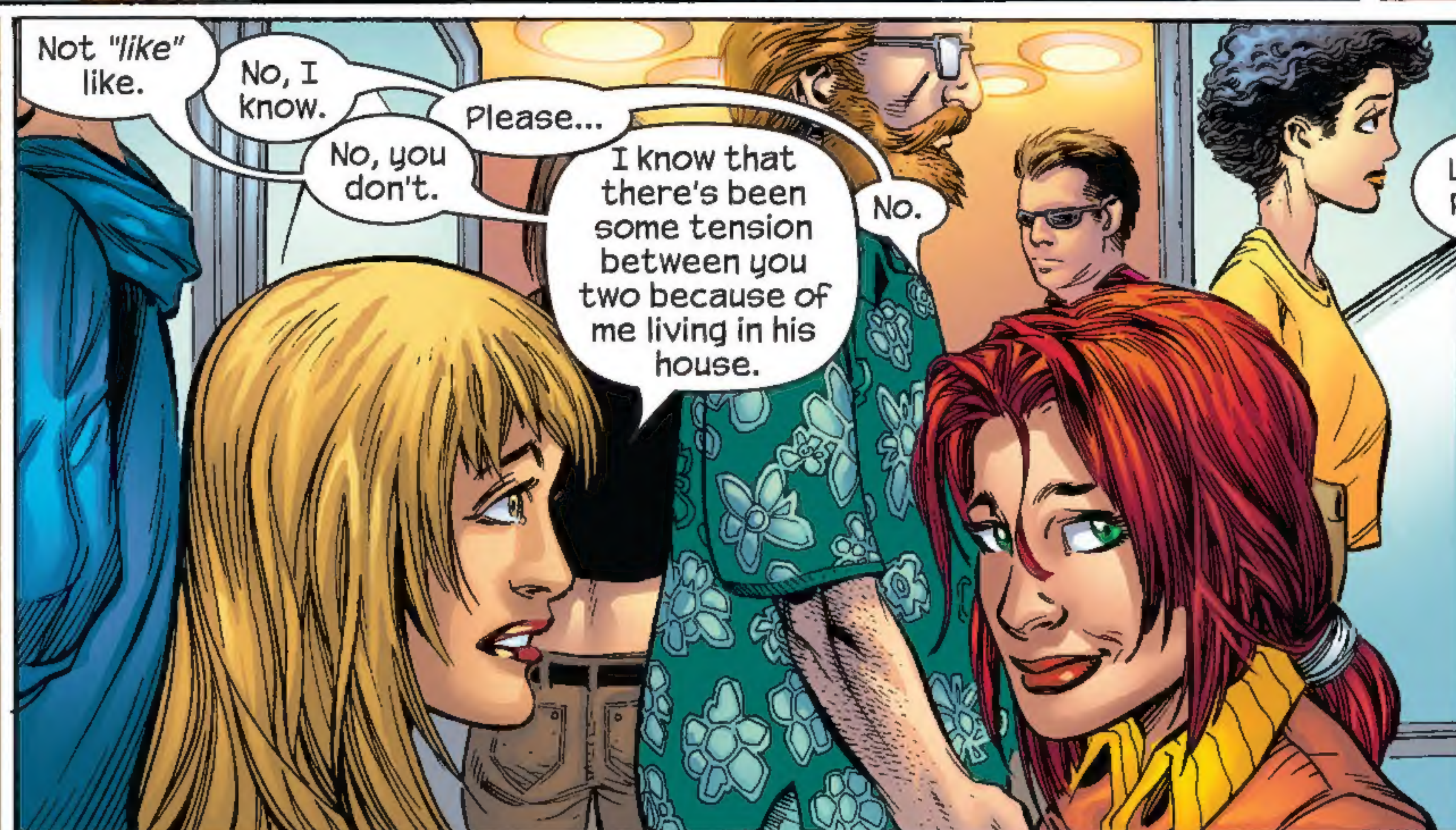
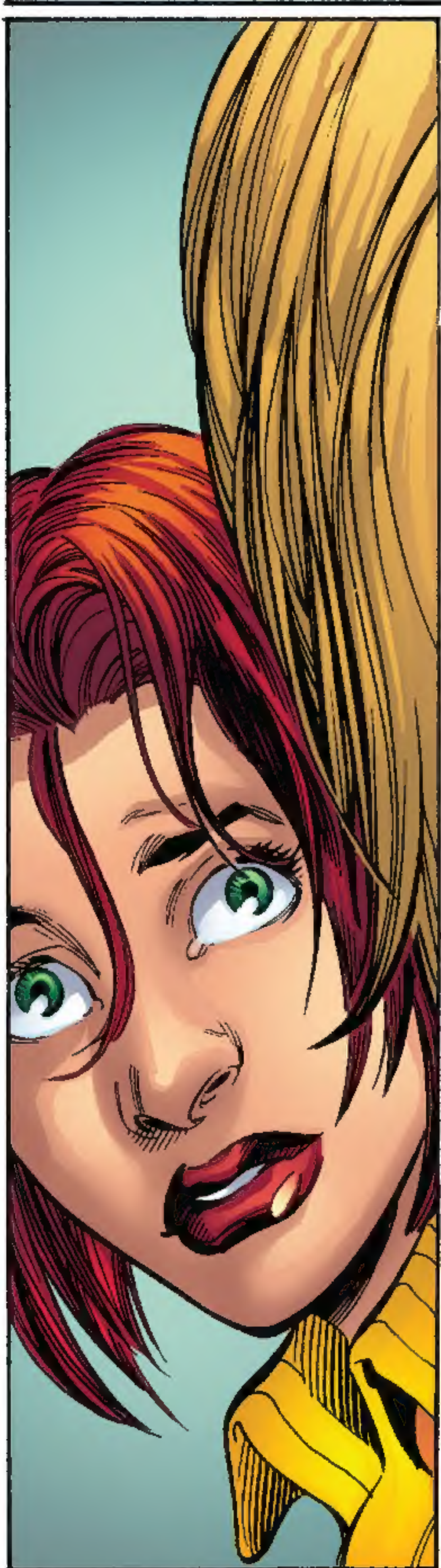
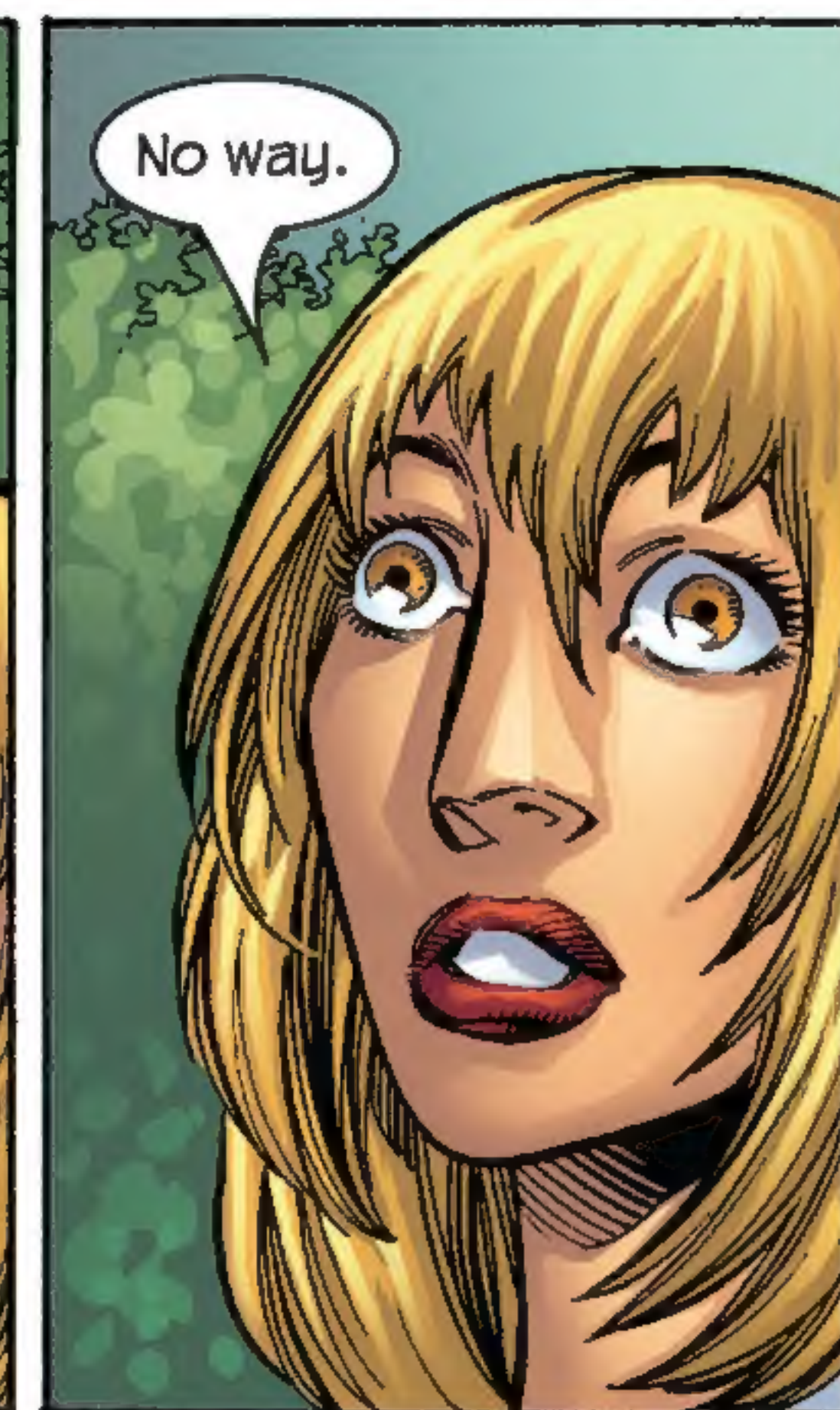
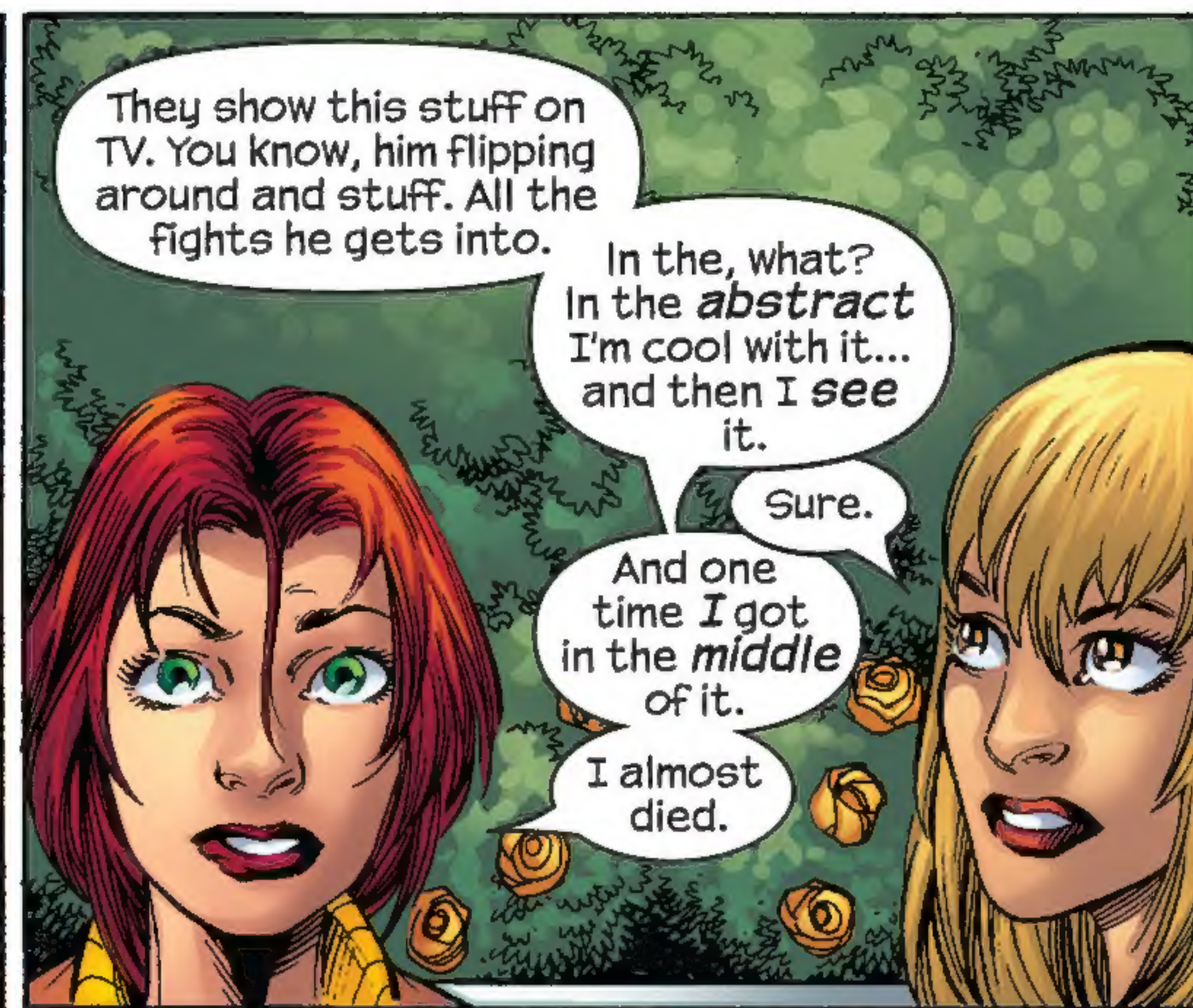
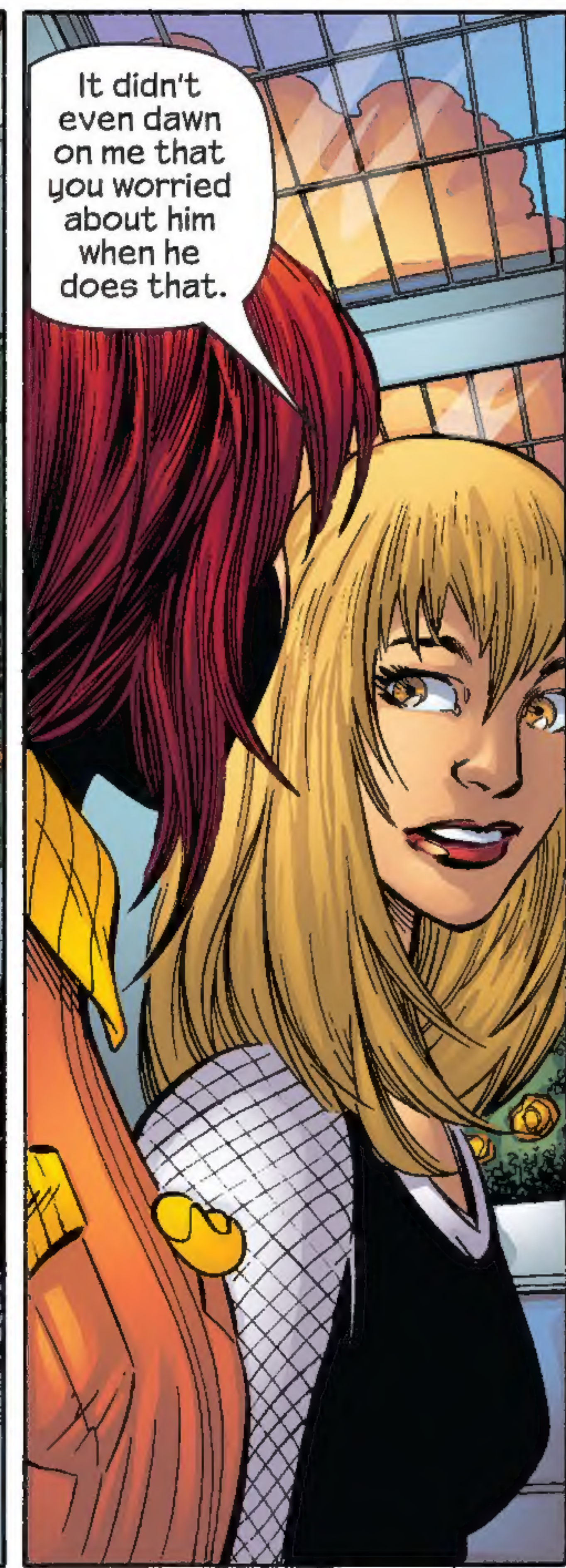
I can't- I can't- *NO!!*

What *happened*? What happened to him?

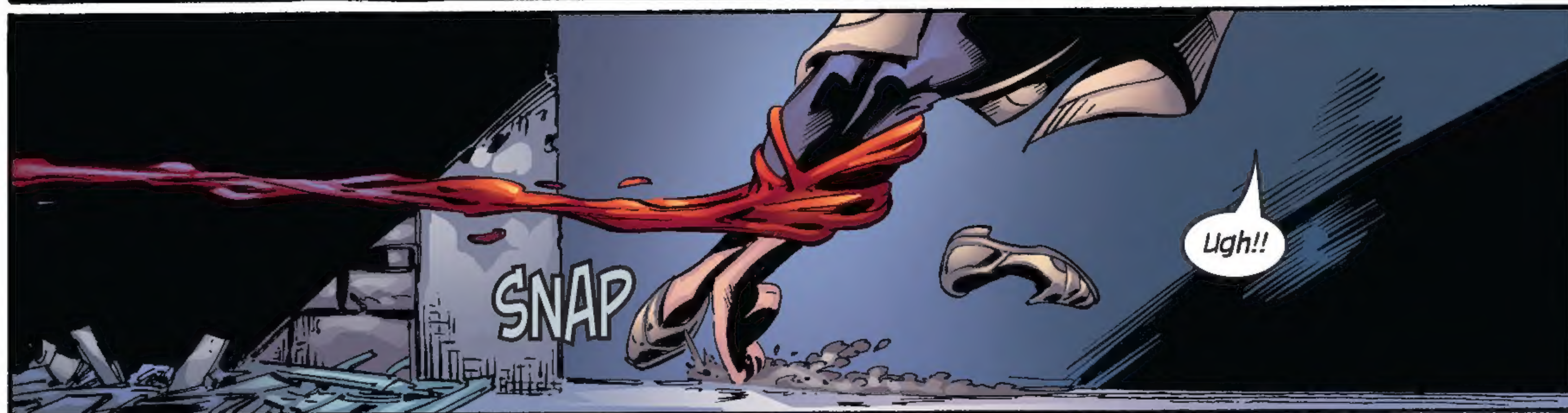








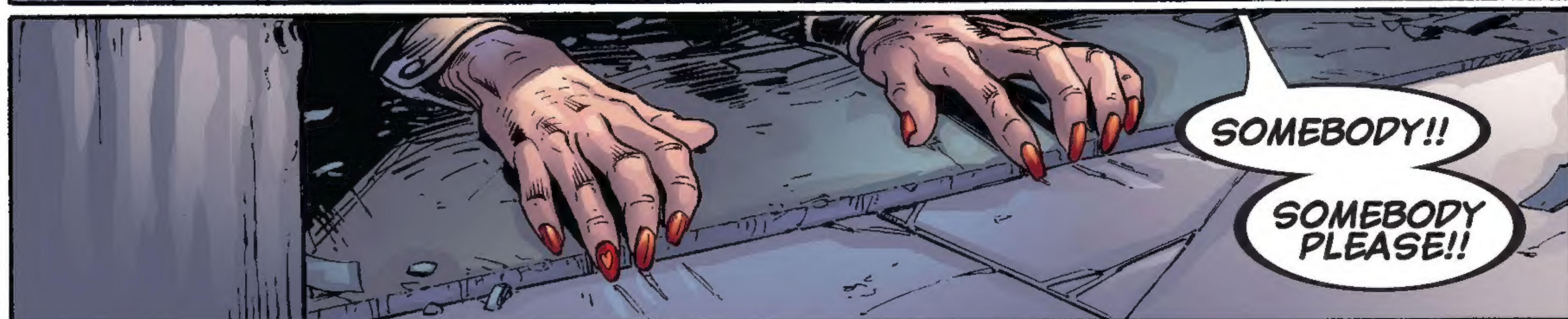






**NOOO!!
NOOO!!!**

**NOOO!! NO!!!
PLEASE!!**



SOMEBODY!!

**SOMEBODY
PLEASE!!**



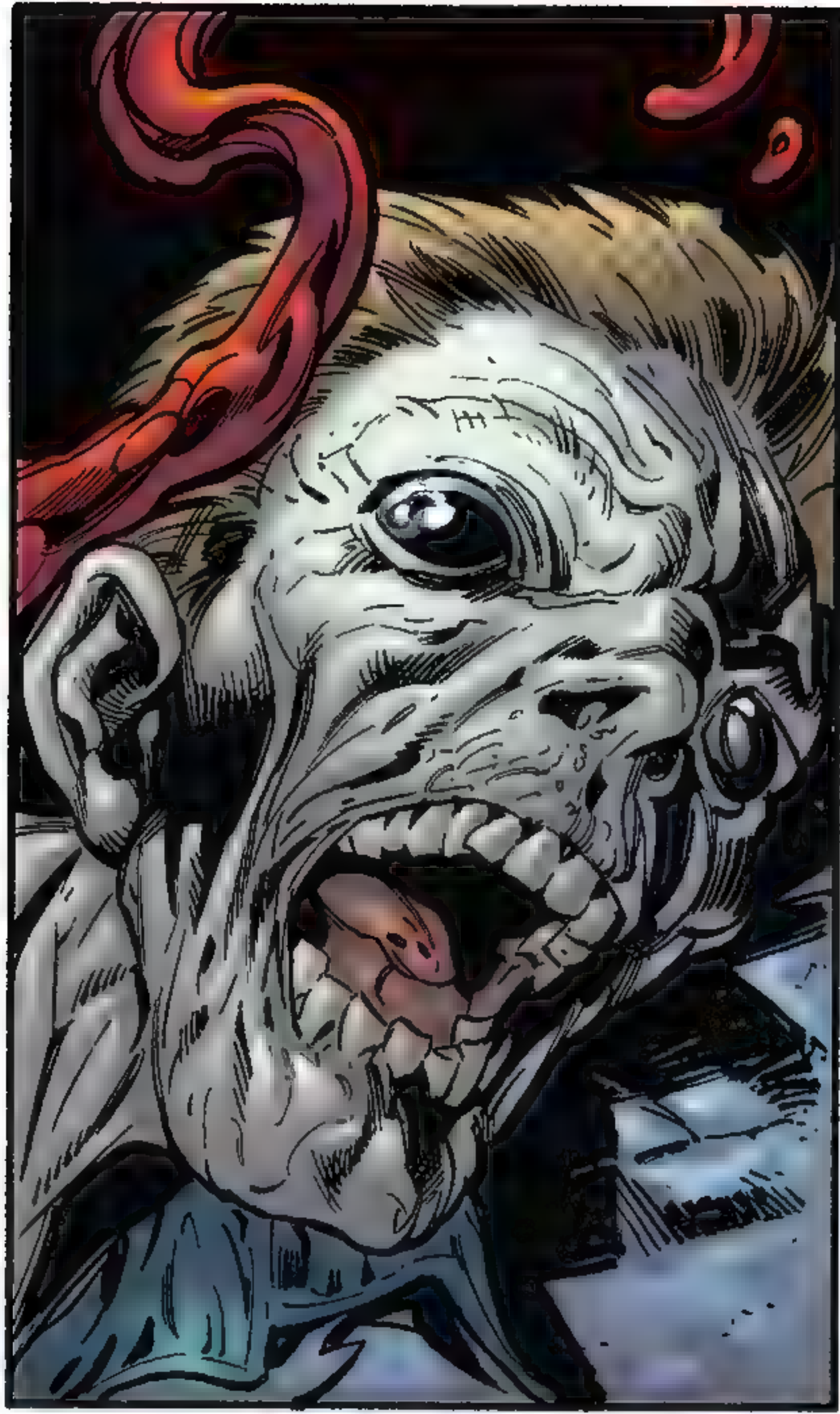
SOMEBODY!!



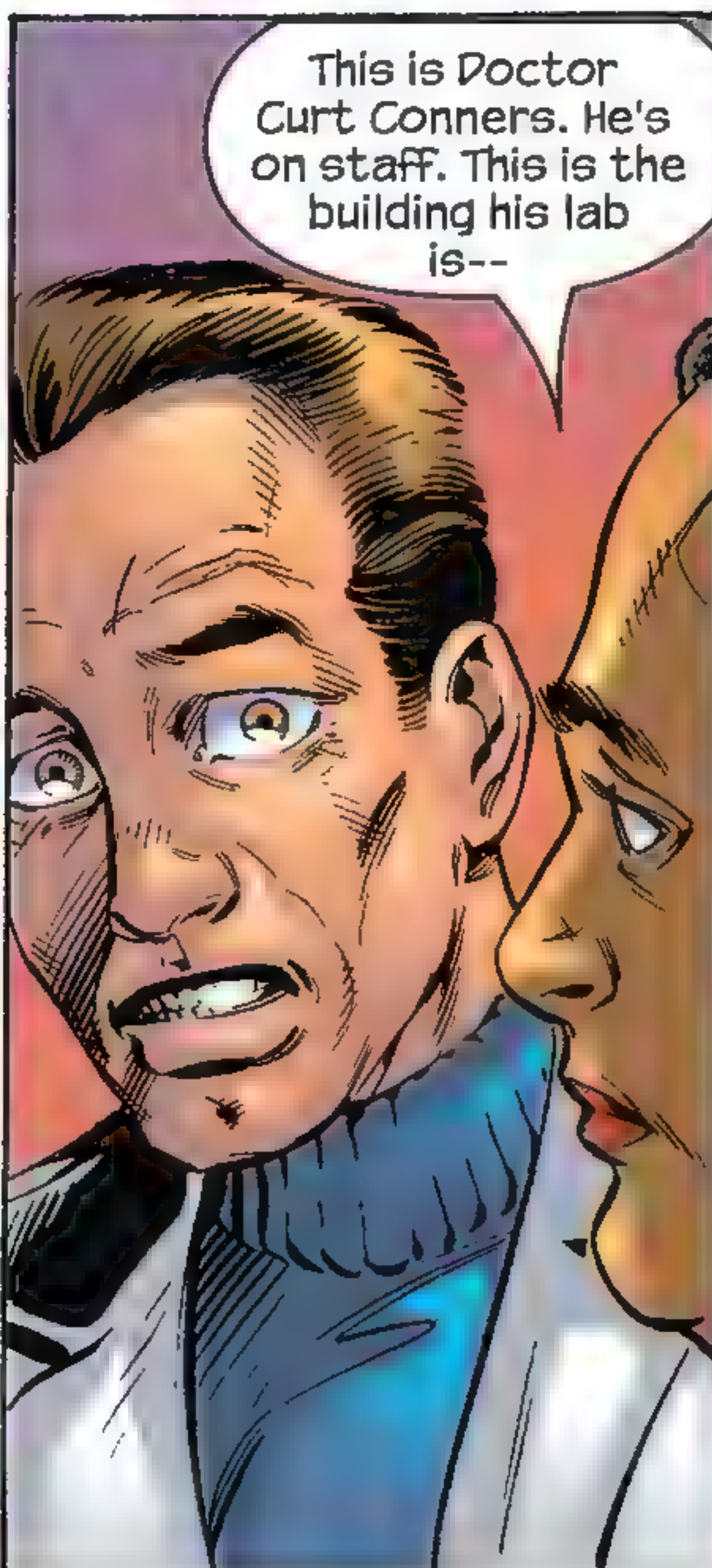
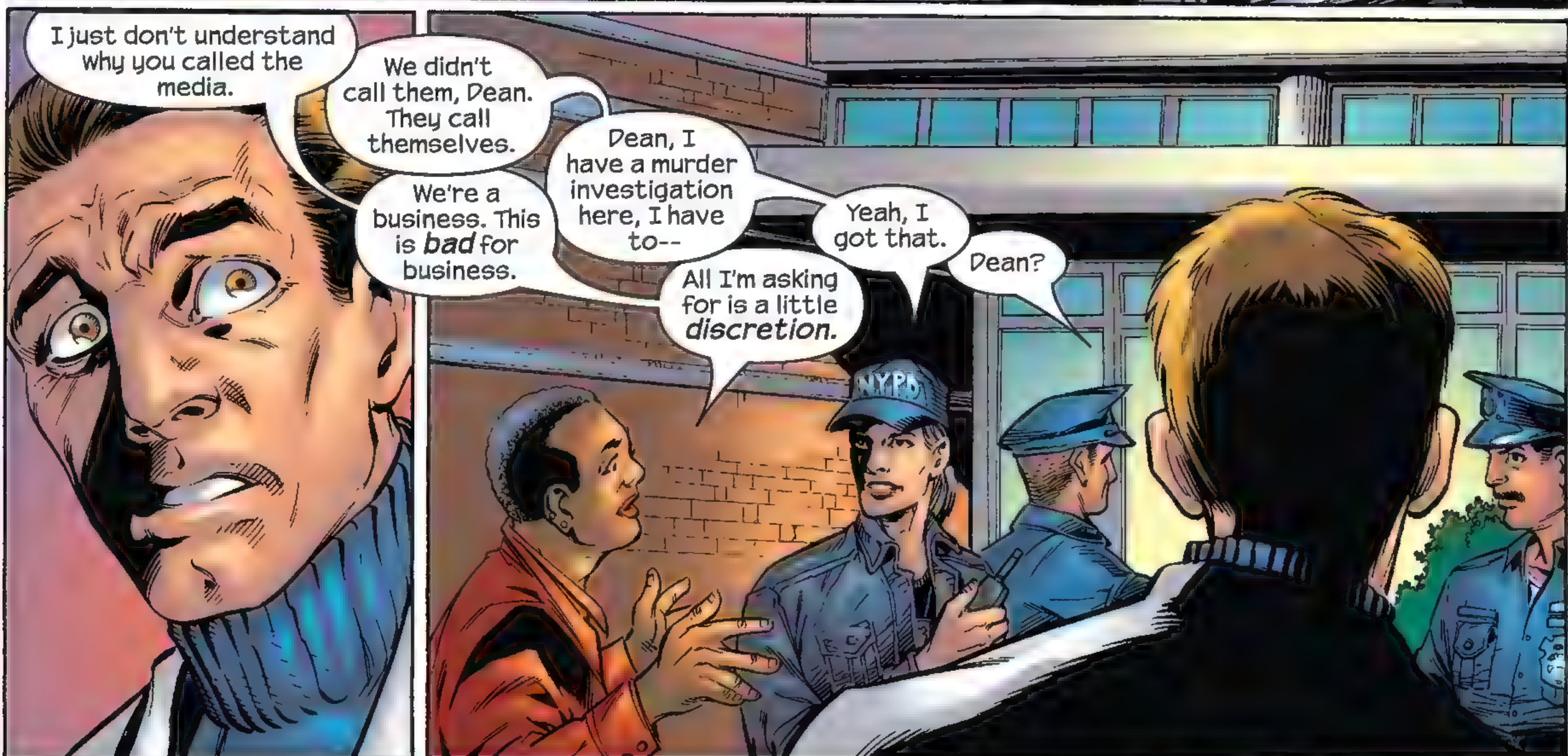
**PLEASE
HELP ME!!**

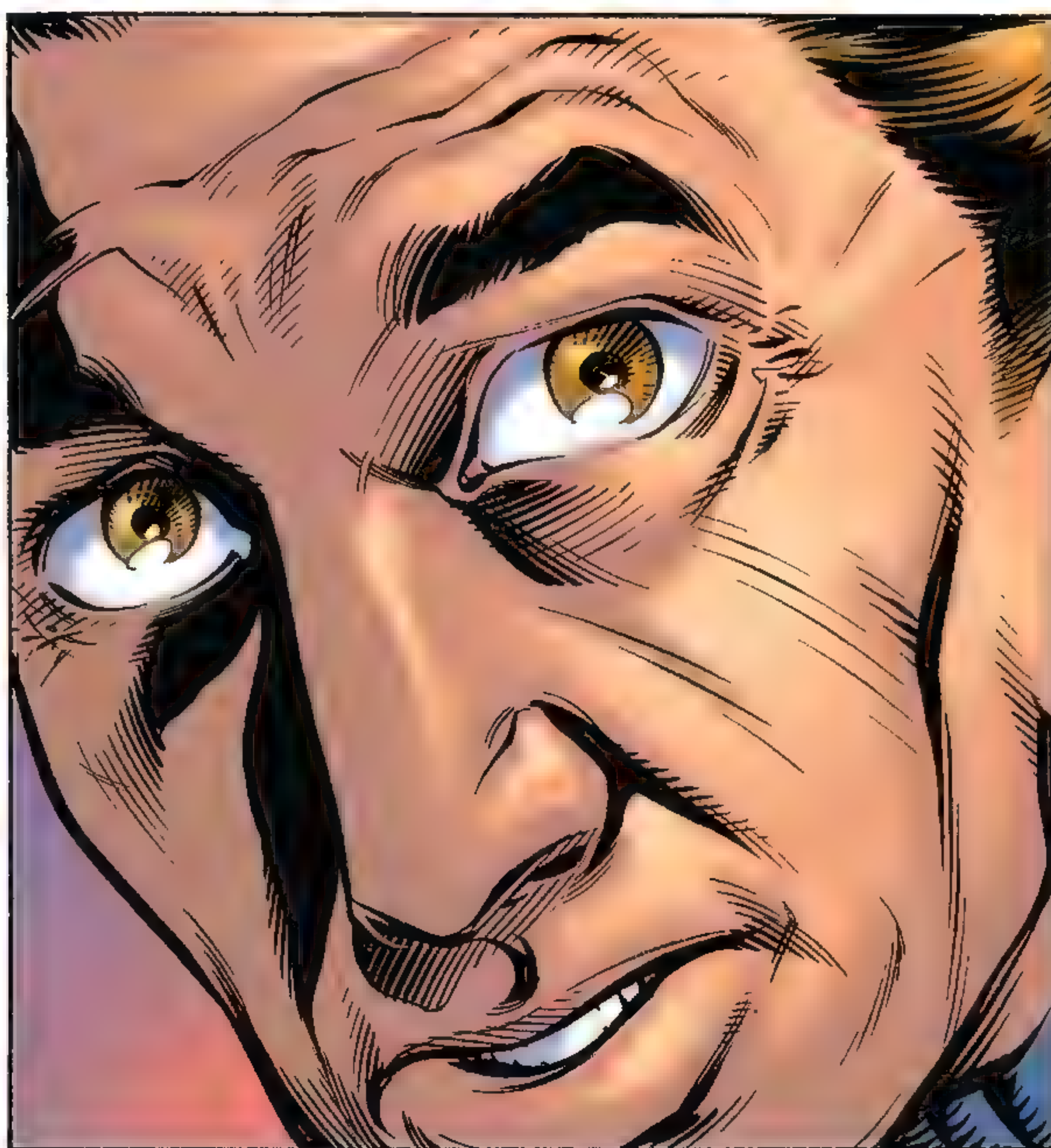


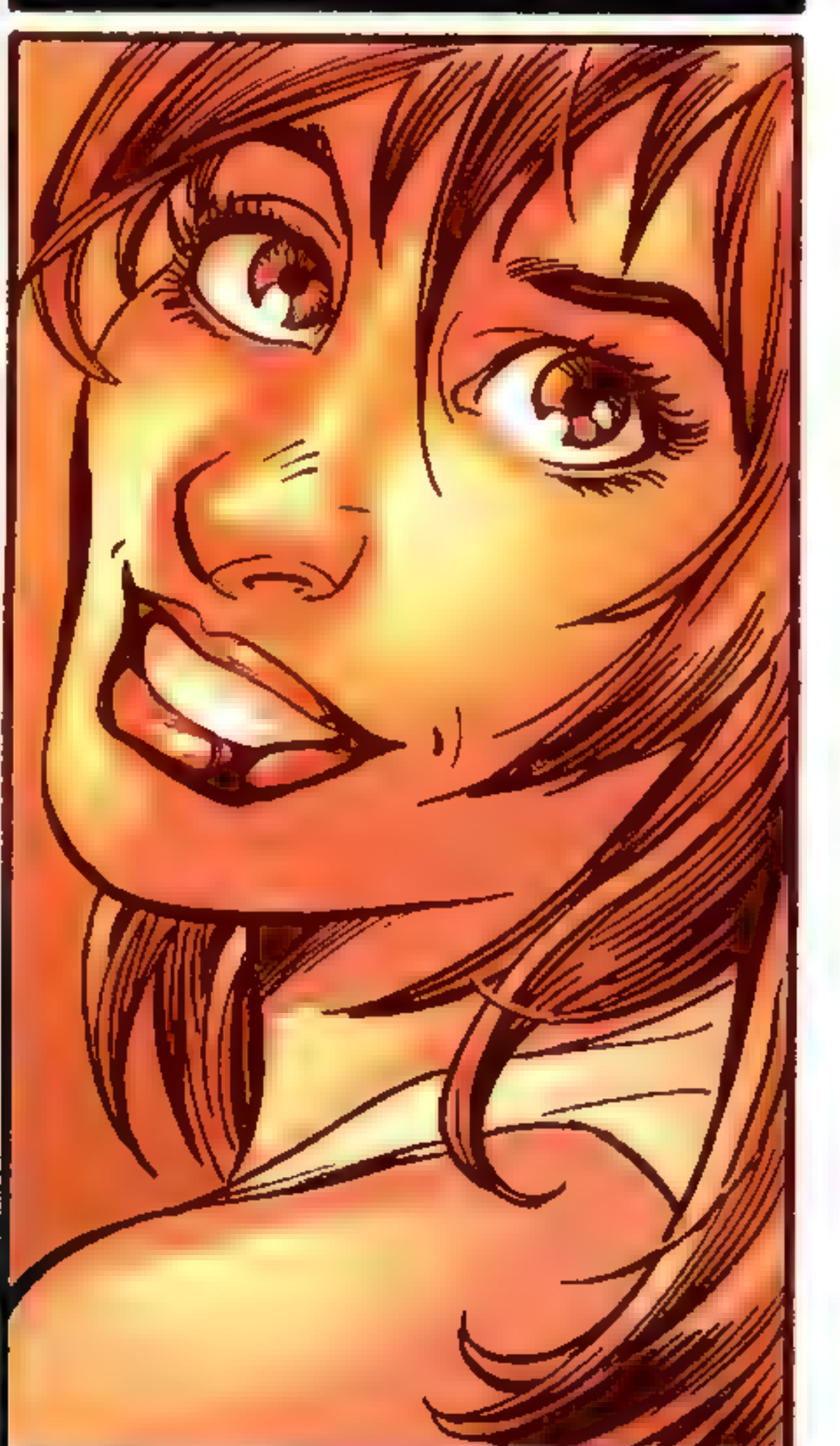
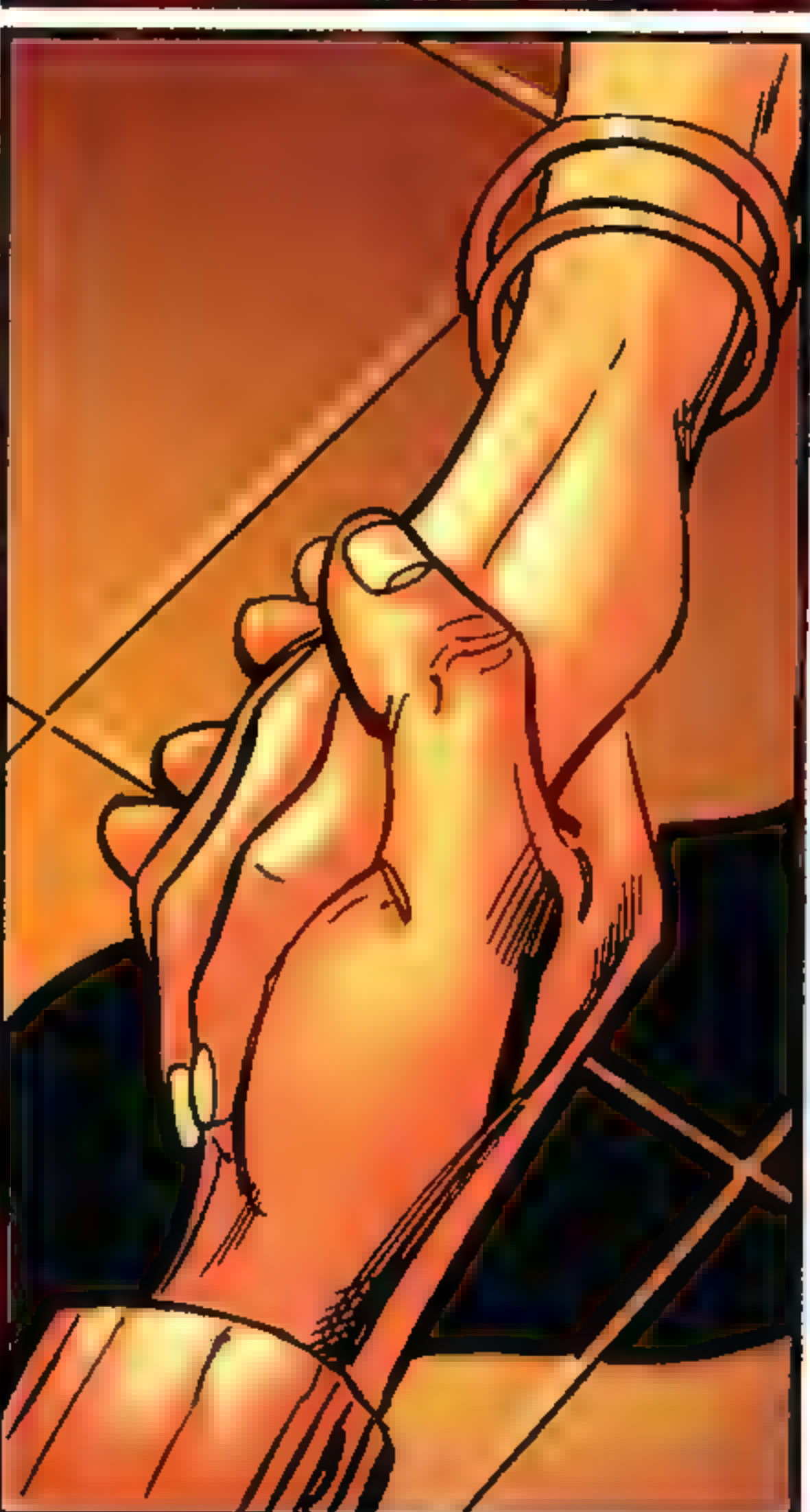
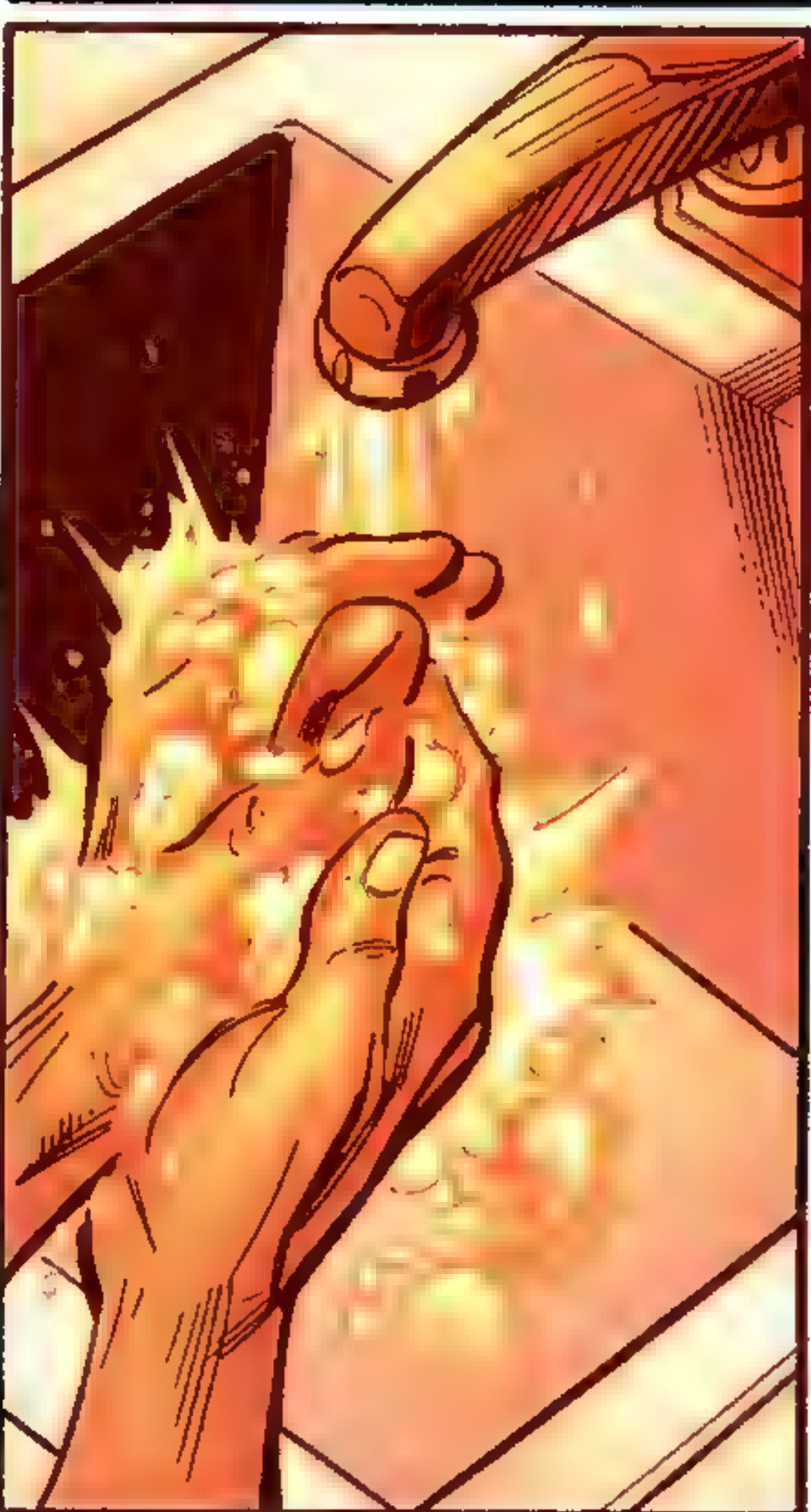
CHUNK



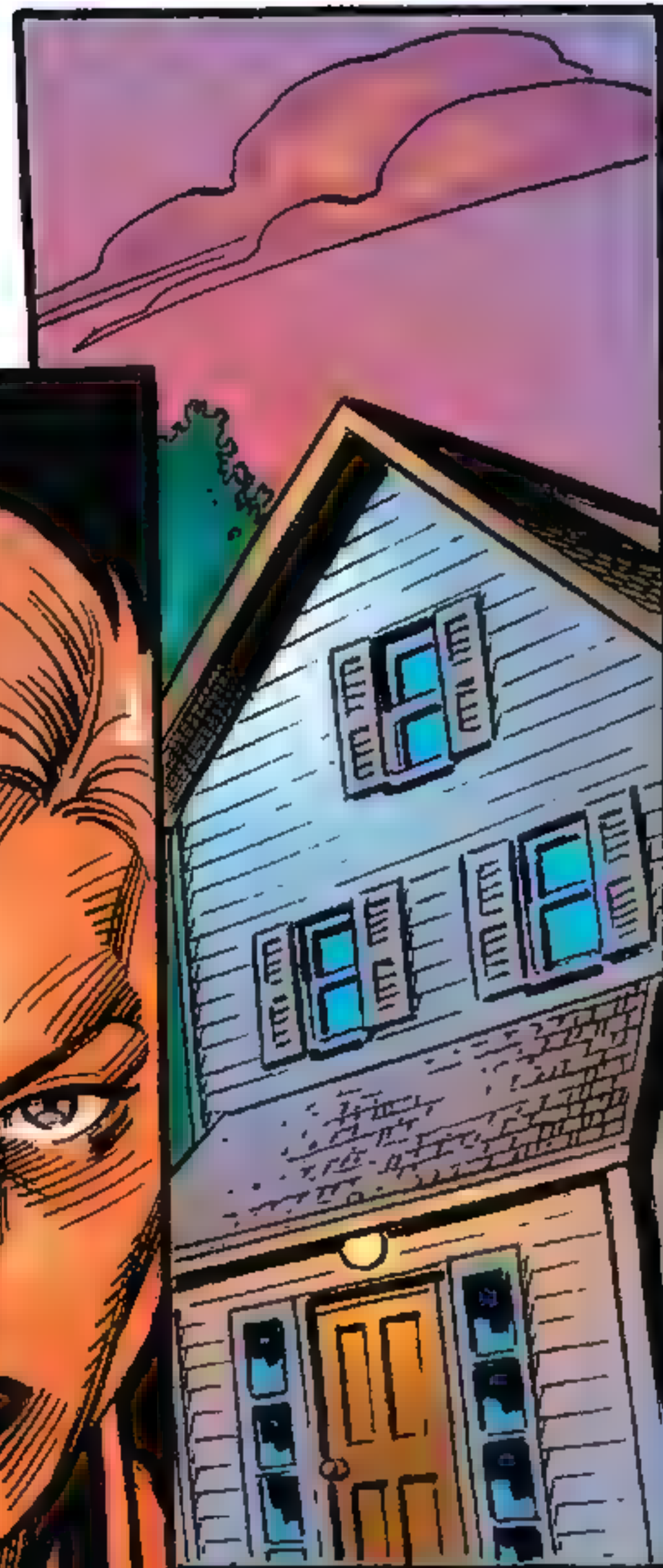
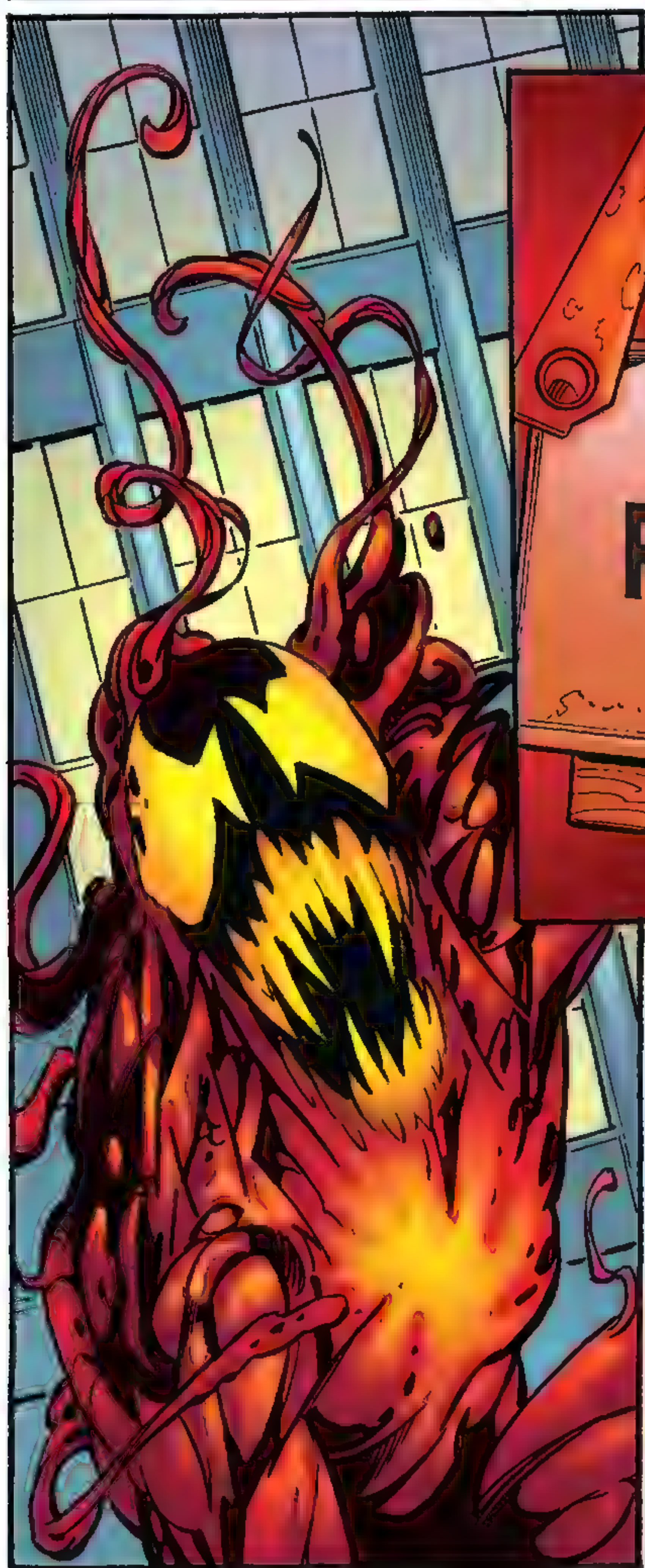
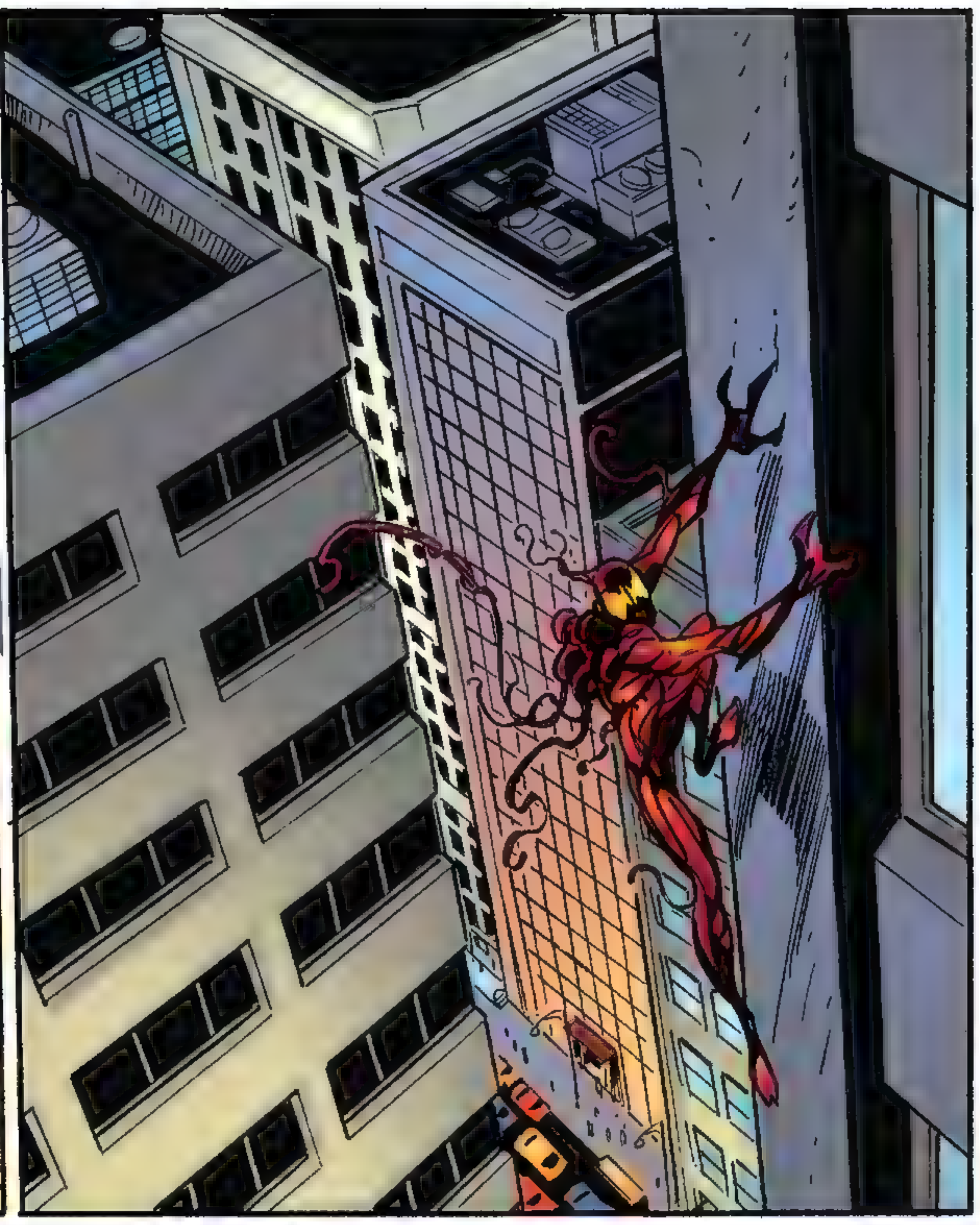
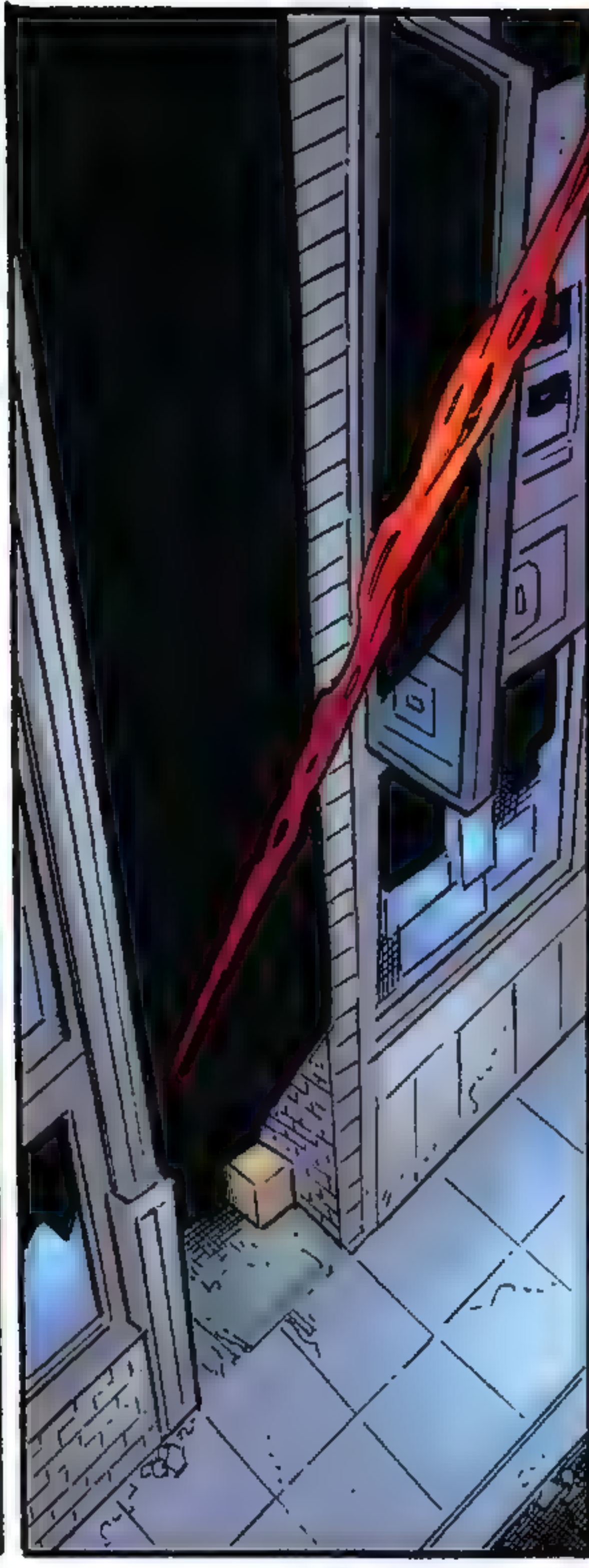
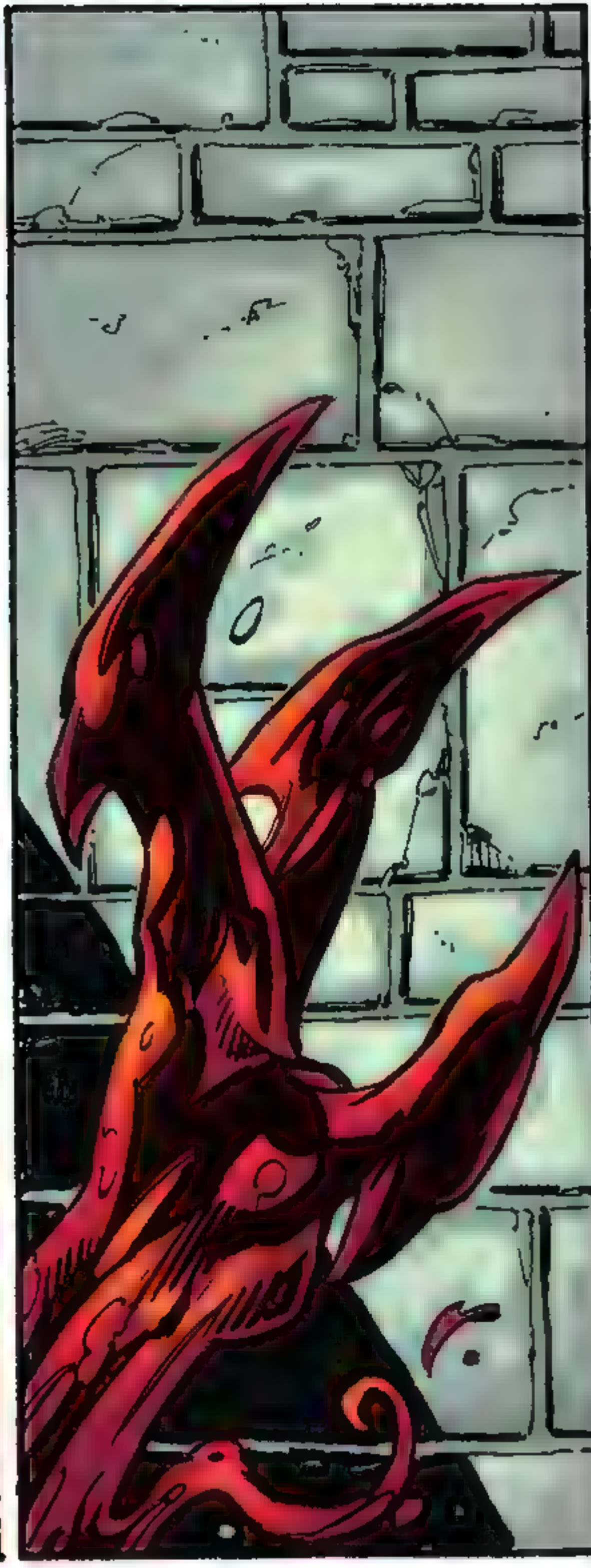
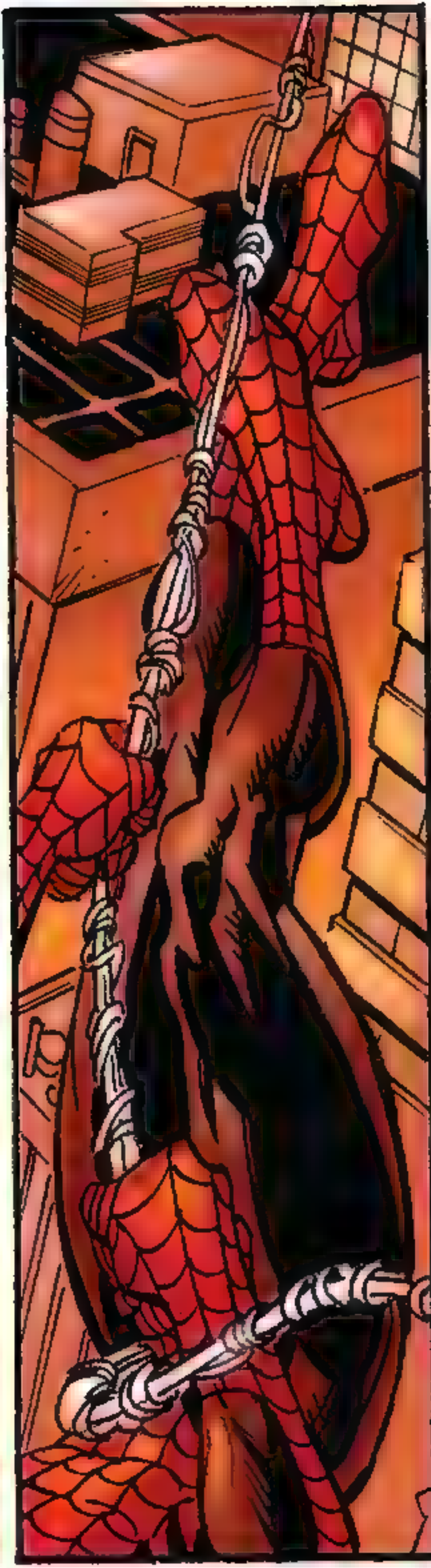
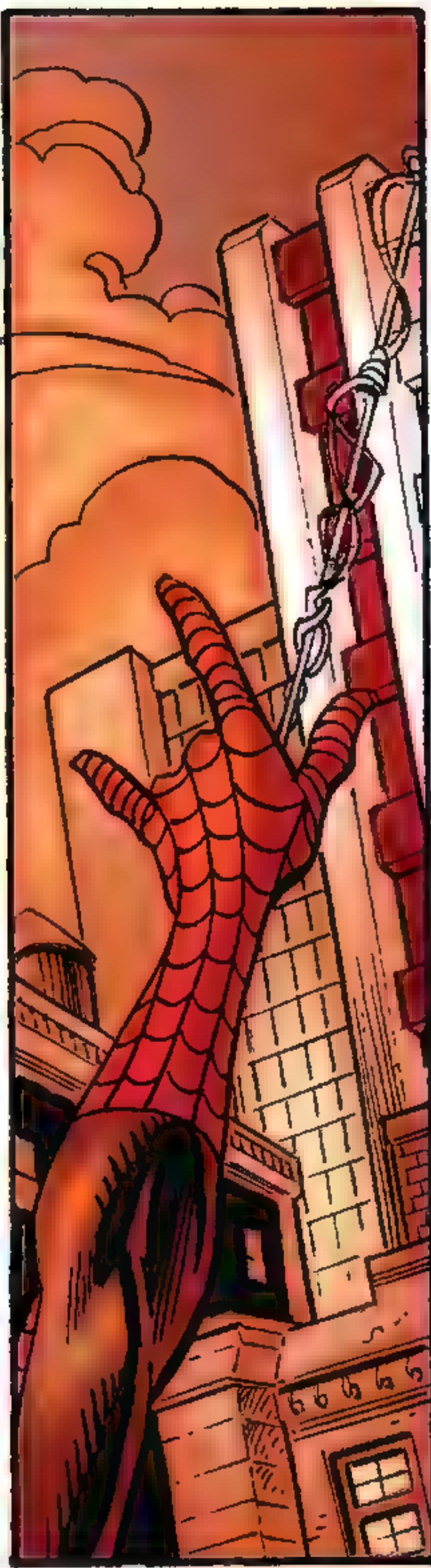


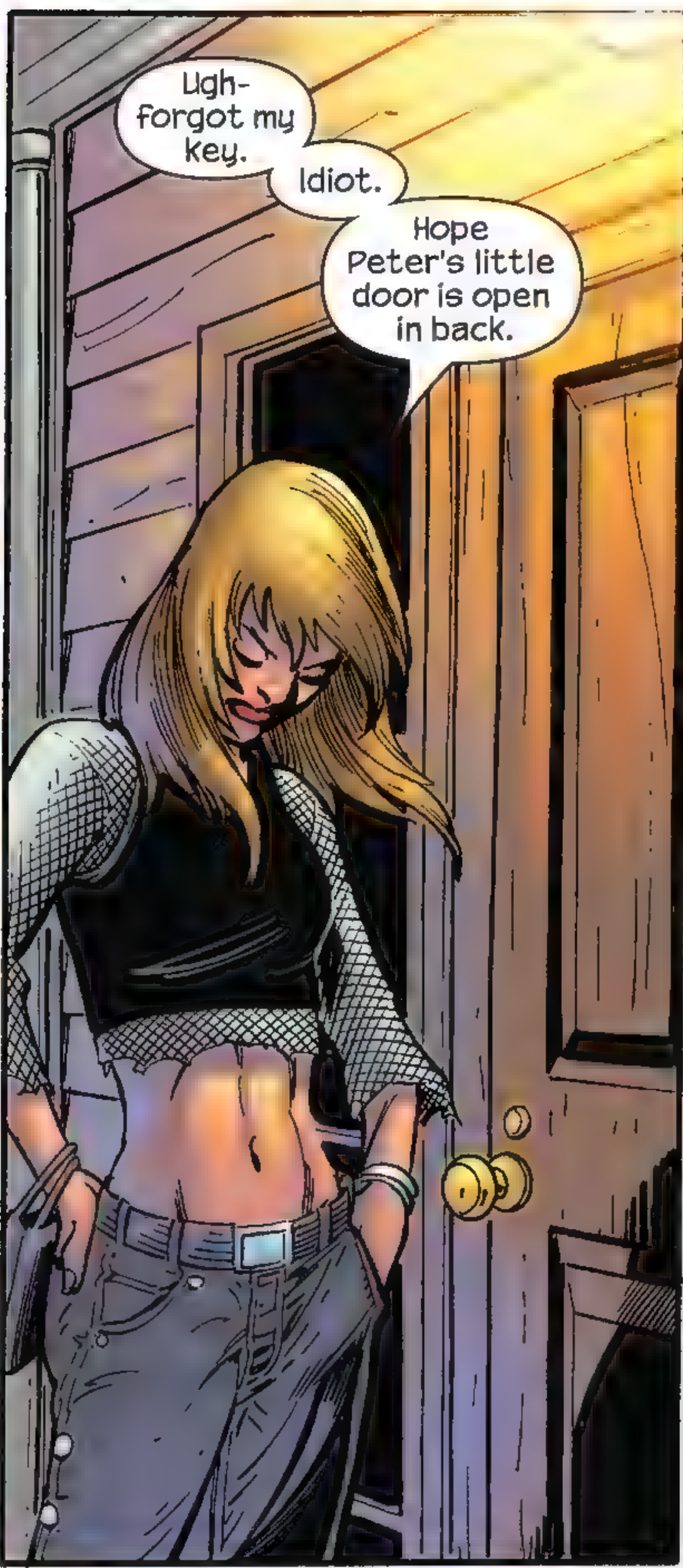


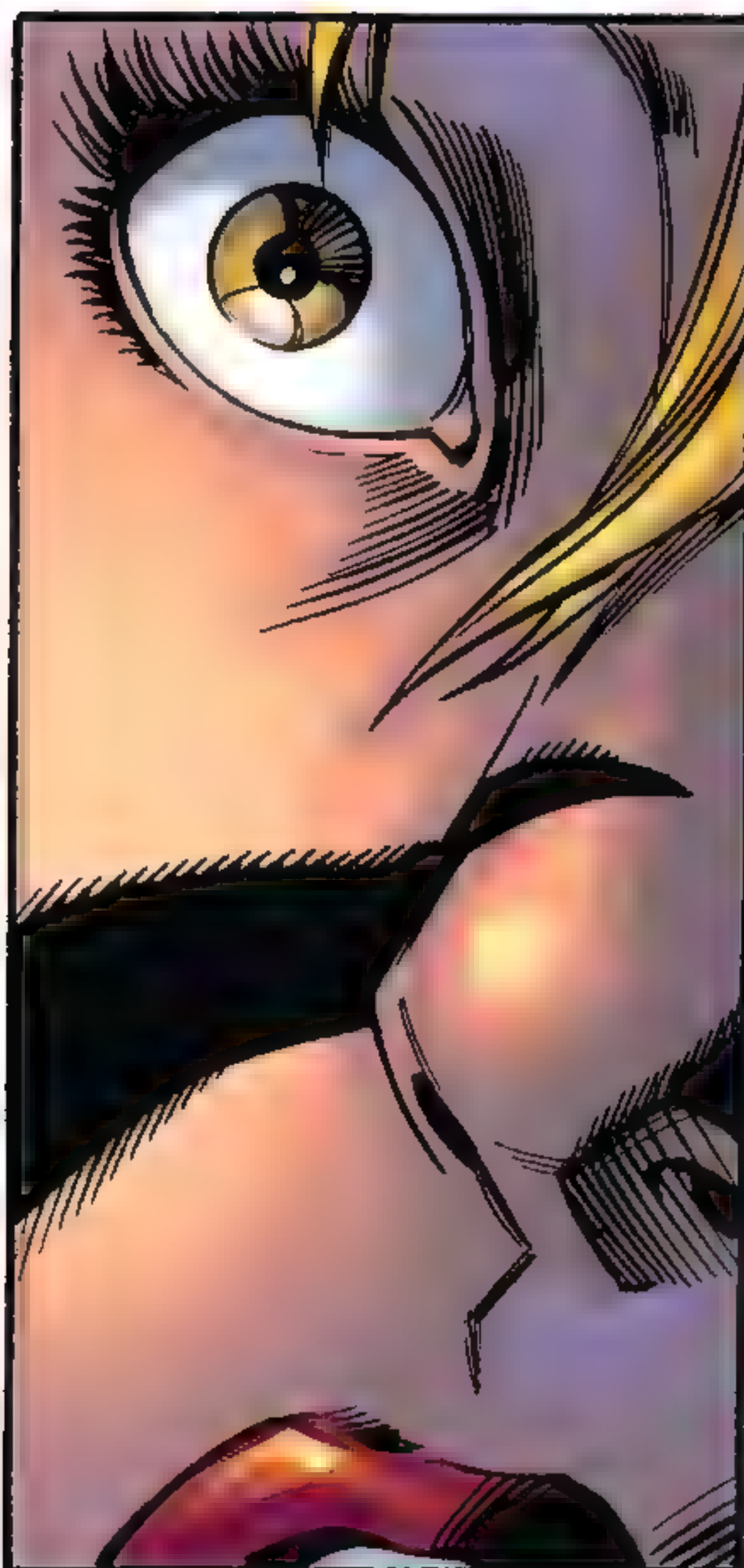
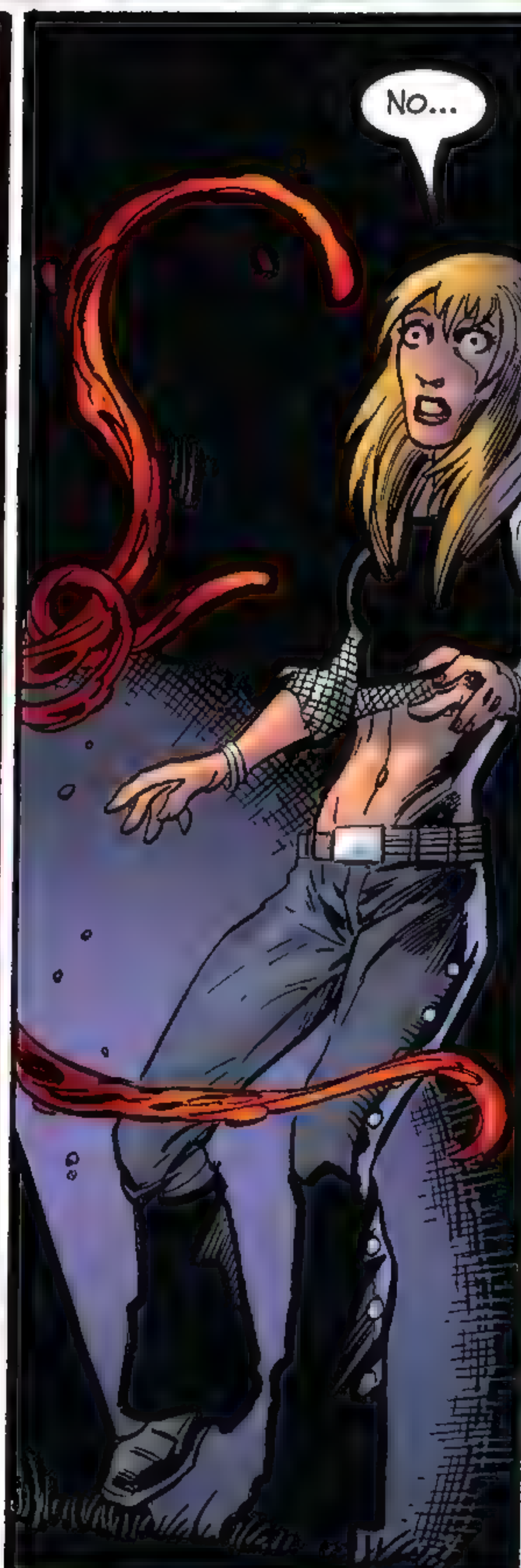
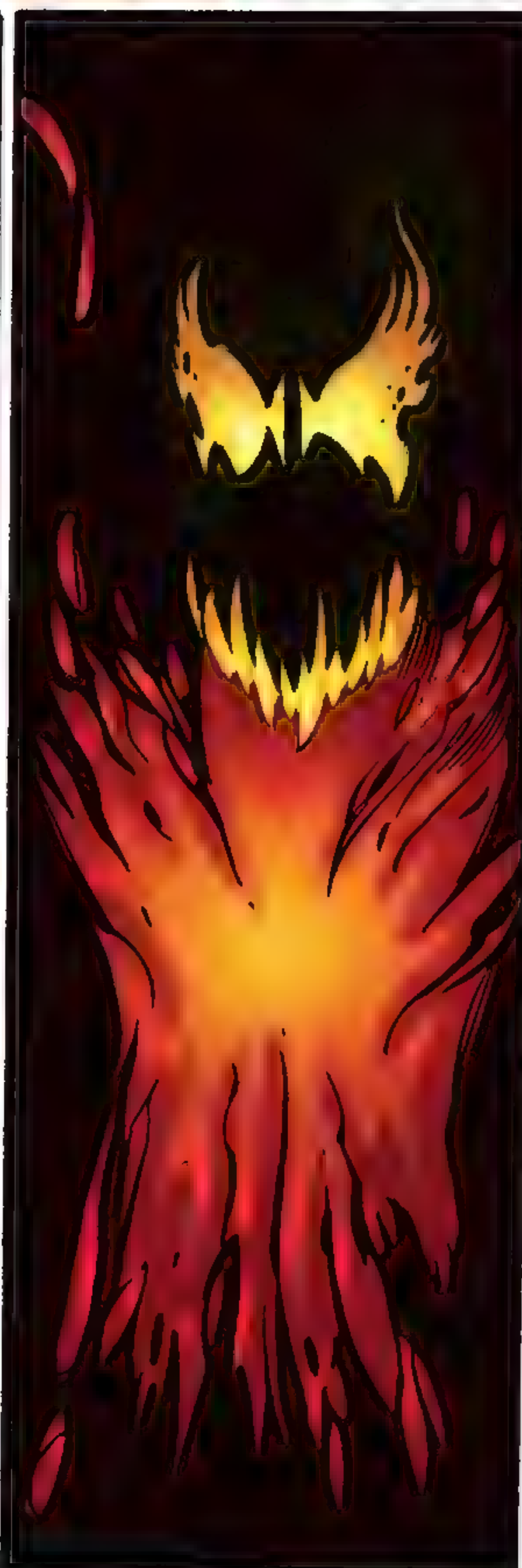


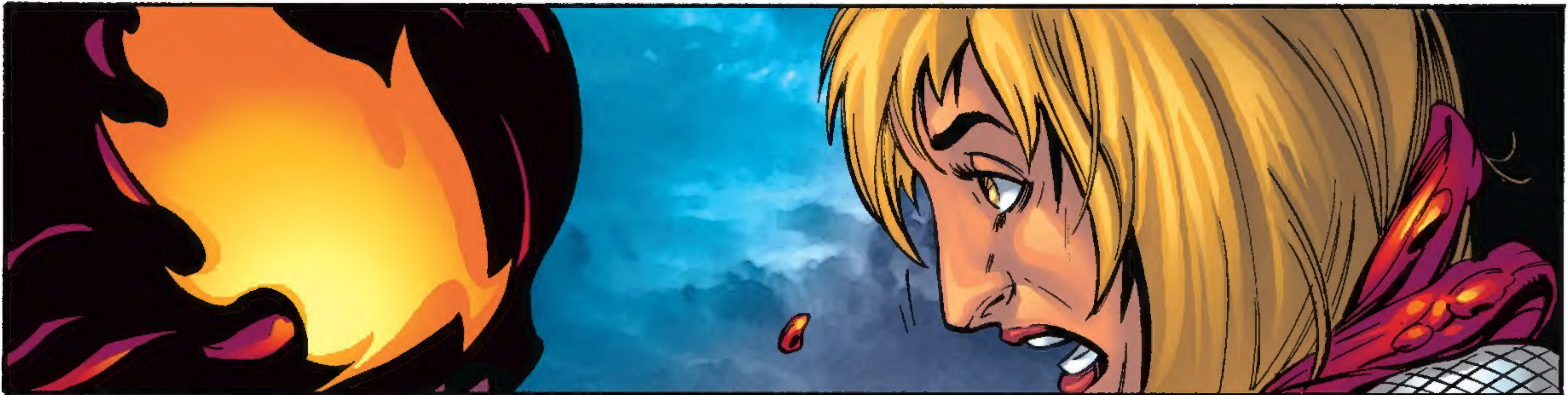


















SON OF ULTRAMAN